

Restatement of The Constitution and Bylaws of The Republican Party of Richland County, OH

ARTICLE 1: NAME

Name. The name of this organization shall be THE REPUBLICAN PARTY OF RICHLAND COUNTY, OHIO, herein referred to as "RPRC".

ARTICLE 2: DEFINITION OF TERMS

2.01 **Definitions.** The following words shall have the meanings hereafter stated:

- (1) "*Central Committee*" shall mean the Central Committee of the Richland County, Ohio Republican Party.
- (2) "*Executive Committee*" shall mean the Executive Committee of the Richland County, Ohio Republican Party.
- (3) "*Controlling Committee*" shall mean the Central Committee.
- (4) "*O.R.C.*" shall mean the Ohio Revised Code.
- (5) "*Board of Elections*" shall mean the Richland County, Ohio Board of Elections.
- (6) "*Secretary of State*" shall mean the Secretary of State of Ohio.
- (7) "*County*" shall mean Richland County, Ohio.
- (8) "*Biennial*" shall mean every two years

ARTICLE 3: PURPOSE

The purpose of this Constitution and By Laws, within the requirements of the O.R.C., is to assist in the management of the affairs of the RPRC to help achieve the best possible administration of the affairs of all levels of government.

**ARTICLE 4:
GENERAL ORGANIZATION OF RPRC**

4.01 **General Powers and Responsibilities.** The powers and responsibilities of the RPRC shall be exercised, its business and affairs conducted, and any property managed by or under the direction of the Central Committee, the Executive Committee and the Board of Directors to the extent and in the manner provided by the laws, rules and regulations of the State of Ohio and the *Constitution and Bylaws* of the RPRC.

4.02 **Election of Controlling Committee.**

(1) The Controlling Committee of the RPRC shall be the Central Committee consisting of one (1) member from each election precinct in the County. Each member shall be a resident and qualified elector of the precinct that the member is elected to represent.

(2) The Central Committee shall elect an Executive Committee consisting of all members of the Central Committee and such additional persons appointed by the Chairperson of the Executive Committee with approval of the Executive Committee by majority vote.

4.03 **Filing with Secretary of State.** Pursuant to Section 3517.02 O.R.C., the RPRC must file with the Office of the Secretary of State a copy of its *Constitution and Bylaws*, if any, within thirty (30) days of adoption or amendment. In addition, the RPRC must also file with the office of the Secretary of State a list of members of its Central and Executive Committees and other party officials within thirty (30) days of their election or appointment.

**ARTICLE 5:
CENTRAL COMMITTEE**

5.01 **Biennial Reorganization.** All members of the Central Committee shall be members of the Republican Party and shall be elected for a term of two (2) years by direct vote at the primary election held in an even numbered year.

5.02 **Biennial Reorganization Meeting.** The members elect of the Central Committee shall meet following the declaration of the results of the primary election at a suitable place and time to be designated by the retiring Chairperson or Vice-Chairperson of the Central Committee.

(1) The meeting shall be held not earlier than six (6) nor later than fifteen (15) days following the declaration of results by the Board of Elections of the election of members to the Central Committee.

(2) Notice of any meeting held pursuant to the above paragraph, stating the time and place, shall be sent to each member-elect by the retiring Secretary of the Central Committee by mail and a copy of the notice shall be posted in the office of the Board of Elections at least five (5) days prior to such meeting.

(3) The meeting shall be called to order by the retiring Chairperson or Secretary, or if there is no such officer, or if such officer is absent, then by a member of such Committee designated by a member of the Board of Elections of the same political party designated by the Board of Elections. A temporary Chairperson and Secretary shall be chosen and the Central Committee shall proceed to organize by the election of a Chairperson, Vice-Chairperson and Secretary. All officers shall be members of the Central Committee.

(4) A list of the names and addresses of the members and officers of the Central Committee shall be filed by the Secretary of the Central Committee in the office of the Board of Elections and in the office of the Secretary of State promptly after the reorganization of the Central Committee. All changes occurring in the membership of the Central Committee after such filing shall be reported promptly by the Secretary of the Central Committee to the Board of Elections and to the Secretary of State.

(5) In the event of vacancies caused by death, resignation, failure to elect, or removal from precinct from which a committee person was chosen, the Central Committee shall fill the vacancy for the unexpired term with a qualified person from such precinct by a majority vote of such Committee.

(6) All existing Central Committee records shall be turned over to the newly elected officers of the Central Committee within ten (10) days following their election.

(7) A quorum for the reorganizational meeting shall consist of twenty five (25) members. The vote of a majority present is necessary for the adoption of any matter voted on by the members. No voting by proxy shall be permitted.

5.03 **General Purposes.** The general purposes of the Central Committee shall include, but not be limited to, the requirements established under the applicable laws, rules and regulations of State of Ohio, the *Constitution and Bylaws* of the RPRC, and the following:

(1) To recruit, train and elect ethical, knowledgeable and conscientious Republicans.

(2) To support the work of our grass roots volunteers.

(3) To maintain and grow Party activities, volunteer participation, and Party confidence.

(4) To serve as an educational resource and contact for the community.

(5) To promote Republican activities and encourage the development and participation of community wide organizations, such as, the Republican Women's Club, Young Republicans and other G.O.P. groups.

(6) To develop, assist and support Republican Party fundraisers, and other fund raising efforts for the Party and its candidates.

(7) To achieve and maintain representation in and from all voting precincts in the County.

(8) Perform an audit of the financial records of the party by a committee appointed by the Central Committee Chairperson within thirty days of the Biennial Reorganization Election.

(9) Comply with all applicable requirements of the O.R.C.

5.04 **Central Committee Meetings.** Meetings, beyond the biennial reorganizational meeting, shall be held at such place in the County as determined by the Chairperson.

(1) **Regular Meetings.** Regular meetings of the Central Committee shall be held at least quarterly at the call of the Chairperson or Vice-Chairperson of the Committee.

(2) **Special Meetings.** A special meeting of the Central Committee may be called by the Chairperson, Vice-Chairperson or any ten (10) members of the Committee.

(3) **Notice of Meeting.** Written notice, stating the date, time and place for the meeting as well as the purpose thereof shall be given not less than five (5) calendar days, nor more than thirty (30) days, prior to the meeting. Such notice shall be given by USPS mail.

(4) **Quorum and Voting.** A quorum, at any meeting, shall consist of twenty five (25) members. The vote of a majority of those present is necessary for the adoption of any matter voted on by the members of the Central Committee. (exceptions as noted in Section 5.06).

(5) **Proxy Voting.** No votes by proxy shall be permitted.

5.05 **Central Committee Officers.** The officers of the Central Committee shall be a Chairperson, Vice-Chairperson and Secretary, all of whom shall be elected at the biennial reorganizational meeting. Each Committee officer must also be a member of the Central Committee. The officers shall serve for two (2) years or to the next biennial reorganization meeting unless removed under Section 5.06 or a vacancy occurs. Any officer vacancy will be filled by a majority vote of the Central Committee.

(1) **Chairperson.** It shall be the duty of the Chairperson to conduct all meetings; to promote the Republican Party (local, state and federal); to develop and support programs and activities to further the General Purposes of the Committee; to appoint all special committees and to define the purpose and duties thereof; and the rules regulating their actions; and, to serve as an ex-officio member on all special and Sub-Committees of the Committee.

(2) **Vice-Chairperson.** The Vice-Chairperson shall assist and advise the Chairperson in the performance of duties and purposes of the Committee and act in the capacity of the Chairperson if he/she is absent for any reason including death or removal, until the return or replacement of the Chairperson.

(3) **Secretary.** The Secretary shall keep an accurate record of all meetings and proceedings of the Committee; issue official calls and notices for meetings in a timely manner, and respond to correspondence and make reports required by law, the rules and regulations of the State of Ohio and this *Constitution and Bylaws*.

5.06 **Removal of an Officer.** Any officer of the Central Committee may be removed from office by the committee at a meeting called for that purpose, with a quorum being thirty (30) members and by an affirmative vote of two thirds (2/3) of the members present. Within thirty (30) days, the Committee by majority vote, shall fill the vacancy created by such removal. Any officer so removed shall continue as a member of the Committee.

5.07 **Participation in Filling Political Vacancies.** Vacancies may occur, from time-to-time, in political offices within the County requiring or permitting participation by the RPRC in screening and selecting a successor or substitute person to fill such vacancy. The Central Committee shall proceed as follows:

(1) **Elected County Offices Vacancy.** In the event that a vacancy in the office of County Commissioner, Prosecuting Attorney, County Auditor, County Treasurer, Clerk of the Court of Common Pleas, Sheriff, County Recorder, County Engineer, or Coroner occurs under circumstances which permit the selection of a successor by the Central Committee of the Republican Party of Richland County under Section 305.02 of the Ohio Revised Code, the officers of the Central Committee may appoint a screening committee for the sole purpose of determining which candidates possess the necessary qualifications for the vacant position. The screening committee shall not endorse any candidate nor prevent any candidate eligible to hold the position from addressing the Central Committee. Any recommendation to fill a vacancy will be made by a majority vote of the Central Committee members present at a meeting called for that purpose.

(2) **Judicial Vacancy.** In the event of a vacancy in the office of Judge under circumstances which permit the appointment by the Governor of the State of Ohio to fill the vacancy under Article IV, Section 13, of the Constitution of the State of Ohio, and in the further event the Governor requests the recommendation of the Richland County Republican Party for appointment to that vacancy, the officers of the Central Committee shall appoint a screening committee for the sole purpose of determining which candidates possess the necessary qualifications for the vacant position. The screening committee shall present the names of all qualified candidates to the Central Committee, but shall not endorse any candidate nor prevent any candidate eligible to hold the position from addressing the Central Committee. The final decision and recommendation to the Governor for such appointment shall be made by majority vote of the Central Committee members present at a meeting called for that purpose.

(3) **General Vacancy of Elected Official.** In the event of a vacancy in an elected office within any political subdivision of Richland County under circumstances which permit the selection of a successor by a Committee of the Republican Party of Richland County under authority of law, then the Central Committee persons representing such political subdivisions shall interview those persons interested in such appointments and

recommend, by a majority vote of the members present, to the appropriate appointing authority that person or persons who possess the necessary qualifications for the vacant position.

**ARTICLE 6:
EXECUTIVE COMMITTEE**

6.01 **Biennial Reorganization.** Upon adjournment of the Central Committee Reorganizational meeting, the retiring Executive Committee Chairperson or Vice Chairperson shall call a meeting of the new Executive Committee members which only includes all members of the newly elected Central Committee. A temporary Chairperson shall be chosen and the Executive Committee shall proceed to organize by the election of a Chairperson, Vice-Chairperson, Secretary, Treasurer and Chairwoman. See Sec. 6.04 for details.

(1) The Chairperson of the Executive Committee shall also be designated as the Chairperson of the Republican Party of Richland County.

(2) Additional persons may be appointed to the Executive Committee by the Chairperson with the approval of the Executive Committee by majority vote.

(3) A list of the names and addresses of the members and officers of the Executive Committee shall be filed by the Secretary of the Committee in the office of the County Board of Elections and in the office of the Secretary of State promptly after the organization of the Committee. All changes occurring in the membership of the Executive Committee after such filing shall be reported promptly by the Secretary of the Executive Committee to the Board of Elections and the Secretary of State.

(4) A quorum for the reorganizational meeting shall consist of twenty five (25) members of the Committee. The vote of a majority present is necessary for the adoption of any matter voted on by the members.

(5) All existing Executive Committee records shall be turned over to the newly elected officers of the Executive Committee within ten (10) days following their election.

6.02 **General Purposes.** The general purposes of the Executive Committee includes, but is not limited to, the requirements established under the applicable laws, rules and regulations of the State of Ohio, the *Constitution and Bylaws* of the RPRC, and the following:

(1) It nominates to the Secretary of State person(s) to be appointed to the Board of Elections in the event of a vacancy.

(2) It provides general guidance on operations and strategy.

(3) May make endorsements for Republican candidates in the general election after the affirmative majority vote of the Executive Committee.

(4) It provides sub-committees as needed in areas such as; the budget, audit, special events and finance, etc.

(5) Provides opportunities for Committee members and volunteers to further aid the RPRC in specific areas of expertise.

(6) Comply with any applicable requirements of the O.R.C.

6.03 **Executive Committee Meetings**. Committee meetings, beyond the biennial reorganizational meeting, shall be held at such a place in the County as determined by the Chairperson.

(1) **Regular Meetings**. Regular meetings of the Executive Committee shall be held at least quarterly at the call of the Chairperson or the Vice-Chairperson of the Committee.

(2) **Special Meetings**. A special meeting of the Executive Committee may be called by the Chairperson, Vice-Chairperson or any ten (10) members of the Committee.

(3) **Notice of Meetings**. Written notice, stating the date, time and place do the meeting as well as the purpose thereof shall be given not less than five (5) calendar days, nor more than thirty (30) days prior to the meeting. Said notice shall be given by USPS mail.

(4) **Quorum and Voting**. A quorum, at any meeting, shall consist of twenty five (25) members. The vote of a majority of those present is necessary for the adoption of any matter voted on by the members of the Executive Committee. Exceptions as noted in Section 6.05.

(5) **Proxy Voting**. No votes by proxy shall be permitted.

6.04 **Executive Committee Officers**. The officers of the Executive Committee shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer and Chairwoman, all of which shall be elected at the biennial reorganizational meeting. Committee officers need not be a member of the Central Committee. The officers shall serve for two (2) years or to the next biennial reorganization unless removed or a vacancy occurs under Section 6.05. Any officer vacancy will be filled with the approval of a majority of the Central Committee.

(1) **Chairperson**. The Chairperson shall also be designated Chairperson of the Republican party of Richland County. It shall be the duty of the Chairperson to direct and promote the Republican Party (local, state and federal) and to support and develop local, state and national candidates representing the Republican Party; and to appoint all special committees and define the purpose and duties thereof and the rules regulating their actions; to serve as an ex-officio member of all Sub-Committees of the Executive Committee.

(2) **Vice Chairperson**. The Vice-Chairperson shall assist and advise the Chairperson in

the performance of duties; and act in the capacity of the Chairperson if he/she is absent for any reason including death or removal, until the return or replacement of the Chairperson.

(3) **Secretary**. The Secretary shall keep an accurate record of all meetings and proceedings of the Executive Committee; issue official calls and notices for meetings in a timely manner; and respond to correspondence and complete reports as required by the laws, rules and regulations of the State of Ohio and this *Constitution and Bylaws*.

(4) **Treasurer**. The Executive Committee Treasurer shall receive and disburse all funds of the Executive Committee, Central Committee and all special and sub-committees within the operations of the Richland County Ohio Republican Party and all receipts and expenditures shall be audited annually by a special audit committee appointed by the Central Committee Chairperson. All County Republican financial activities, for whatever purpose, shall be approved by the Executive Committee before expenditures are made and within Sixty (60) days after completion of an activity, a full financial report must be made to the Central Committee and Executive Committees at their next scheduled meeting. Complete records of receipts and expenditures must be turned over to the Treasurer and maintained as a part of the Treasurer's records. The Treasurer shall file a report of all receipts and expenditures to the County Board of Elections and other governmental agencies as required by law.

(5) **County Chairwoman**. The County Chairwoman shall be appointed by the Chairperson and approved by the Executive Committee. The duties of the County Chairwoman shall be as determined by the Board of Directors.

6.05 **Removal of an Officer**. Any officer of the Executive Committee may be removed from office at a meeting of the Central Committee called for that purpose, with a quorum being thirty (30) members and by an affirmative vote of two thirds (2/3) of the members present.. Within thirty (30) days, the Central Committee by majority vote shall fill the vacancy, if any, created by such removal. Any officer so removed may, at the discretion of the Central Committee, continue as a member of the Executive Committee.

6.06 **Board of Elections Vacancy**. At a meeting held not more than sixty (60) days nor less than fifteen (15) days before the expiration date of the term of office of a member of the Board of Elections, or within fifteen (15) days after a vacancy occurs in the Board of Elections, the Executive Committee (if entitled to the appointment) may make and file a recommendation with the Secretary of State for the appointment of a qualified elector. The Secretary of State shall appoint such elector, unless there is reason to believe the elector would not be a competent member of the Board, in which event, the Chairperson of the Executive Committee' shall be notified and the procedures set forth in O.R.C. Section 3501.07 shall be applicable.

**ARTICLE 7:
BOARD OF DIRECTORS**

A Board of Directors is established for the purpose of administering the routine operations of the ‘RPRC’. It shall consist of the following members:

Officers of the Central Committee: Chairperson, Vice-Chairperson and Secretary

Officers of the Executive Committee: Chairperson, Vice-Chairperson, Secretary, Treasurer and County Chairwoman

President of the Richland County Federation of Women

The Chairperson of the Executive Committee shall be the Chairperson of the Board.

The Board shall meet as necessary to carry out the stated purpose indicated above. Its major responsibility will be to propose an annual budget for approval of the Executive Committee and then to oversee its implementation.

**ARTICLE 8:
CONFLICT OF INTEREST**

General Policy. Recognizing that the members of the Central Committee and Executive Committee and the officers thereof have a duty of loyalty and fidelity to the RPRC and that they must govern the organizations affairs honestly and economically, exercising their best care, skill and judgment to avoid even the appearance of impropriety, the Committee members and officers shall disclose to the RPRC any situation wherein such persons have a conflicting interest or duality of interest that could possibly cause the person to act in other than the best interest of the RPRC.

**ARTICLE 9:
MISCELLANEOUS**

9.01 **Amendment.** The *Constitution and Bylaws* may be amended in whole or in part, at any time, at a meeting called for that purpose with a quorum being thirty (30) members of Central Committee and by two-thirds (2/3) vote of the members present.

9.02 **Review.** This *Constitution and Bylaws* shall be reviewed at least every two (2) years by a special committee appointed by the Chairperson of the Central Committee.

9.03 **Waivers of Notice.** Any notice required to be given under this *Constitution and Bylaws* may be waived by the person entitled thereto.

9.04 **Meeting Rules.** Robert's Rules of Order (latest revision) shall govern the meetings of all

Committees, Sub-Committees and the Board of Directors to the extent such Rules of Order are not inconsistent with this *Constitution and Bylaws*.

Approved: March 9th, 2010

The Central Committee of the Republican Party of Richland County, Ohio

By: _____ Its: Chairperson
Robert Entenmann

By: _____ Its: Secretary
Marvin Krinsky

Per the motion approved at the March 9th, 2010 meeting this document will be effective as of the next re-organization meetings of the Party to take place after the May 4th, 2010 Primary Election.