

The Constitution and Bylaws of The Republican Party of Athens County, OH

ARTICLE 1: NAME

Name. The name of this organization shall be THE REPUBLICAN PARTY OF ATHENS COUNTY, OHIO, herein referred to as “RPAC”.

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 Athens County, Ohio Republican Party.
2. “*Executive Committee*” shall mean the Executive Committee of the Athens 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 Athens County, Ohio Board of Elections.
6. “*Secretary of State*” shall mean the Secretary of State of Ohio.
7. “*County*” shall mean Athens County, Ohio.
8. “*Biennial*” shall mean every two years.
9. “*County Chairperson*” shall mean the Chairperson of the Executive Committee.

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 RPAC to help achieve the best possible administration of the affairs of all levels of government.

ARTICLE 4: GENERAL ORGANIZATION OF RPAC

4.01 **General Powers and Responsibilities.** The powers and responsibilities of the RPAC 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 County Chairperson 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 RPAC.

4.02 **Election of Controlling Committee.**

1. The Controlling Committee of the RPAC 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, partisan county elected officials, appointed board members to the Board of Elections, 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 RPAC shall 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 RPAC shall 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) calendar nor later than fifteen (15) calendar 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) calendar 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, or failure to elect; or if the committee person moves from the precinct, the County Chairperson shall nominate, and the Central Committee confirm, the appointment of a qualified person residing in the same political subdivision.
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.
6. A quorum for the reorganizational meeting shall consist of 25% of the members (rounded up to nearest whole number) of the Committee. 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 RPAC, and the following:

1. To recruit, train and elect ethical, knowledgeable and conscientious Republicans.
2. To support the work of our grassroots 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 fundraising 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) calendar days, prior to the meeting. Such notice shall be given by USPS mail or by electronic means (email) with written agreement by the member to accept it.
4. **Quorum and Voting.** A quorum, at any meeting, shall consist of 25% of the members (rounded up to the nearest whole number) of the committee. 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 from among the members 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, after nomination by the Chairperson.

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 50% of the members (rounded up to the nearest whole number) of the committee 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 officer vacancy created by such removal. Any officer so removed that was not an elected member of the Committee shall also be removed 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 RPAC 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 Athens County under Section 305.02 of the Ohio Revised Code, the Chairperson of the Central Committee may appoint a screening committee prior to the Central Committee vote. If so the screening committee may recommend one or more candidates for the position. A decision 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 Athens County Republican Party for appointment to that vacancy, the County Chairperson shall appoint a screening committee for the purpose of making recommendations to the Governor.

3. **General Vacancy of Elected Official.** In the event of a vacancy in an elected office within any political subdivision of Athens County under circumstances which permit the selection of a successor by a Committee of the Republican Party of Athens County under authority of law, then the Central Committee persons representing such political subdivisions shall interview those persons interested in such appointments and decide by a majority vote of the members present, who should be appointed to 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, or the newly-elected Chairperson of the Central Committee shall call a meeting of the new Executive Committee, consisting of 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 and Treasurer. 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 Athens 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 25% of the Committee (rounded up to the nearest whole number). 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 include, but are not limited to, the requirements established under the applicable laws, rules and regulations of the State of Ohio, the *Constitution and Bylaws* of the RPAC, 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. It provides sub-committees as needed in areas such as; the budget, audit, special events and finance, etc.

4. Provides opportunities for Committee members and volunteers to further aid the RPAC in specific areas of expertise.
5. 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 may meet monthly but 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) calendar days prior to the meeting. Said notice shall be given by USPS mail or by electronic means (email) with written agreement by the member to accept it.
4. **Quorum and Voting.** A quorum, at any meeting, shall consist of 25% of the members of the Committee (rounded up to the nearest whole number). 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 and Treasurer, 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 Athens 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 Athens 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.

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 50% of the members (rounded up to the nearest whole number) of the Committee 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) calendar days nor less than fifteen (15) calendar days before the expiration date of the term of office of a member of a Republican member of the Athens County Board of Elections, or within fifteen (15) calendar days after a vacancy occurs in the Board of Elections, the Executive Committee may make and file a recommendation for such appointment with the Secretary of State, by a vote confirming nominee(s) proposed by the County Chairperson.

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 RPAC 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 RPAC 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 RPAC.

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 50% of the members (rounded up to the nearest whole number) of the 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 five (5) 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*.