

**THE JOINT RULES AND BY-LAWS OF THE CENTRAL AND EXECUTIVE
COMMITTEES OF THE ERIE COUNTY REPUBLICAN PARTY**

ARTICLE I

Name and Purpose

Section 1

These Rules shall govern the organization and activities of the Erie County Republican Central Committee (hereinafter "Central Committee"), and the Erie County Republican Executive Committee, (hereinafter "Executive Committee"), which jointly shall be known as the Erie County Republican Party.

Section 2

Except as otherwise designated herein, and except as specifically conferred upon the Executive Committee, it shall be the joint purpose and duty of both the Central Committee and the Executive Committee to manage the affairs of the Republican Party in Erie County, and to perform all duties required by law or by these rules. They shall direct the general policy of the Erie County Republican Party, direct and conduct campaign activities, promote the best interests of the Party, and recommend to the Secretary of State and other appropriate persons, from time to time, the appointment of persons to the Board of Elections of Erie County, and other appropriate offices, as provided by law.

Section 3

All other rules and by-laws of the formerly elected Central and Executive Committees are hereby repealed, vacated, and revoked.

ARTICLE II

First Organization Subsequent to the State Primary Election and Election of Officers

Section 1

The first meeting of the Central Committee subsequent to its election at the primary election held every four years from and after each state primary election, shall be held as provided by law, not earlier than six nor later than fifteen days following the date of certification of the results of the primary election. At such meeting, the temporary Chairman and Secretary prescribed by Section 3517.04 of the Ohio Revised Code shall be the retiring Chairman and the retiring Secretary who shall conduct an election, by a majority vote of all members of the Central Committee, of a Chairman of the Central Committee, a Vice-Chairman, a Treasurer, and a Secretary, and such other officers as the Central Committee may deem necessary. All officers shall be duly qualified members of the Central Committee, unless 1) such person shall be a duly qualified Republican residing in Erie County, and 2) such person is elected to the office by two-thirds of a quorum of the Central Committee.

Section 2

At each organizational meeting referred to in Section 1 of this Article, the Central Committee shall elect persons to the Executive Committee as prescribed in Article III.

Section 3

The Chairman shall appoint a Chairwoman, who shall serve only upon the concurrence of a majority of the Central Committee.

Section 4

The Chairman may appoint a parliamentarian, who shall be a member of both the Central and Executive Committees. The Chairman may appoint a general counsel and a finance chairman, who need not be Central Committee members, but must be registered Republicans residing in Erie County. All appointees of the Chairman shall serve at the pleasure of Chairman.

Section 5

Any Officer may be removed by a majority vote of all the members of the Central Committee.

ARTICLE III

Election and Formation of the Executive Committee

Section 1

The Executive Committee shall be elected and formed during the organizational meeting of the Central Committee.

Section 2

The Central Committee Chairman, Vice-Chairman, Secretary, and Treasurer shall serve as the Chairman, Vice-Chairman, Secretary and Treasurer of the Executive Committee, and shall be the only officers of the Party. All references herein to Executive or Central Committee Officers do not delineate between individuals, but rather between Committees.

Section 3

The Executive Committee shall contain eight regional positions that are as follows:

One resident of the City of Sandusky or Kelley's Island;

One resident of the City of Huron or Huron Township;

One resident of the City of Vermilion, Vermilion Township, or Florence Township;

One resident of the Village of Castalia, Village of Bay View, or Margaretta Township;

One resident of the Village of Berlin Heights or Berlin Township;

One resident of the Village of Milan or Milan Township;

One resident of Perkins Township;

One resident of the Oxford or Groton Townships;

Each regional position of the Executive Committee shall be elected by a majority of the Central Committee. To qualify to run for Executive Committee, one must reside in Erie County and be a registered Republican.

Section 4

Individuals currently serving in county-wide, non-judicial elected office in Erie County and the Republican members of the Erie County Board of Elections, all of whom being of Republican registration, are ex-officio members of the Executive Committee, unless any such member was

selected to a regional position of the Executive Committee.

Section 5

The Executive Committee may, by nomination from the Executive Committee and with the approval of the Central Committee, add to its membership up to five voting members from outside the membership of the Central Committee. These individuals must be registered Republicans who reside in Erie County.

Section 6

The Executive Committee may elect such other officers and committees as it may deem appropriate. The Chairman is an ex-officio member of all committees. Any additional officers elected by the Executive Committee shall be duly qualified members of the Central or Executive Committee.

Section 7

The Chairman may appoint an Executive Committee Advisory Council not to exceed 15 persons. The Executive Committee shall approve, by majority vote of members present, the Chairman's appointments. Members of the Advisory Council may attend meetings of the Executive Committee but shall have no power to vote on questions or elections coming before the Executive Committee.

ARTICLE IV

Duties and Authority of the Officers

Section 1

The Chairman shall manage the affairs of the Erie County Republican Party, maintain and direct the operation of the headquarters, if any, direct and conduct campaign activities, appoint a staff, call meetings, preside at meetings, and perform all other duties prescribed by law, these rules, and as customarily exercised by the Chairman and not inconsistent with the law or these rules.

Section 2

The Vice-Chairman shall perform the duties of the Chairman in case of the chairman's death, resignation, or incapacity, until such time as a new Chairman is elected. The Vice-Chairman shall further perform all duties delegated from the Chairman. If it becomes necessary for the Vice-Chairman to perform the duties of Chairman, the Secretary of such committee shall call a meeting of the Central committee to take place within sixty days following the vacancy, and at such meeting the Central Committee shall elect a new Chairman.

Section 3

The Secretary shall keep minutes of all meetings and shall be the custodian of the permanent books and records of the Party, except the financial records.

Section 4

The Treasurer shall receive all funds belonging to the party, keep proper books of account of all moneys received and paid out, and file all reports required by law. Money in the custody of the Treasurer shall only be paid out by check bearing the Treasurer's signature and countersigned by either the Chairman or Vice-Chairman. The Treasurer shall render a proper accounting to both the Central and Executive Committees at least one per year, or as more frequently directed by the Chairman, or at any time upon the written request of ten Central Committee members. The Treasurer shall be fully accountable for his or her acts and deeds and may be bonded in an amount fixed by the Central Committee at the Party's expense.

Section 5

No officer or member of the Central or Executive Committees shall have any power to bind the Central or Executive Committees by any financial contract or obligation except as provided by these rules, or by resolution properly adopted by the respective Committees and properly recorded by the Secretary in the minutes.

ARTICLE V

Qualifications, Duties, Powers and Removal of Central and Executive Committee Members

Section 1

Central and Executive Committee members shall actively participate in the affairs of the Republican Party, including campaign activities, and shall attend all duly called meetings of their respective committees.

Section 2

In case of vacancies caused by death, resignation, failure to elect, expulsion, or removal from the precinct from which a Central Committeeman was chosen, the Central Committee may fill such vacancies by a majority vote of those present at a duly called meeting following a recommendation from the Chairman. All recommendation to fill vacancies must first be verified for current Republican registration with the Erie County Board of Elections.

Section 3

In case of vacancies caused by death, resignation, failure to elect, expulsion, or removal from the Executive Committee, the Central Committee may fill the vacancies by a majority vote of those present at a duly called meeting of that caucus for that purpose.

Section 4

Unless otherwise provided by law, the Central Committee shall be the sole judge of the qualifications and the election of its members and the Executive Committee. Any contests of the election of the members of the Central Committee shall be brought, filed, and determined in accordance with the laws of Ohio and these rules.

Section 5

No person shall be appointed to a vacancy in the office of a precinct committeeman when that person has failed to stand for election for such position after having been appointed to such position during the immediately preceding term.

Section 6

A Central or Executive Committee member who fails to attend three or more duly called meetings of the such respective committee, or who fails to actively participate in the affairs of the Party (so far as such member is able) without being excused in advance by the Chairman, may, after prior notice from the Secretary to show cause to the Committee, be expelled from office upon a majority vote of those present at the next regular Central or Executive Committee meeting following notice from the Secretary. Whether a member is excused is vested in the sound discretion of the Chairman.

Article VI

Operation and Authority of the Executive Committee

Section 1

Regular meetings of the Executive Committee shall be held at such time and place as may be directed by the membership or the Chairman, in the absence of such direction, may decide. Notice of such meetings shall be sent to the members five days in advance of such meetings. In lieu of a meeting notice, the Executive Committee may adopt a meeting schedule and such schedule shall operate as notice to all members.

Special meetings may be called by the Chairman at his or her discretion and shall be called by the Chairman at the written request of three members.

Section 2

Meetings of the Executive Committee shall be conducted in accordance with the accepted rules of parliamentary procedure. Only voting members shall have the right to vote. Voting on all important questions shall be by secret ballot if requested by two members. A quorum shall be one-third of the then current membership, except as otherwise directed by law. Once a quorum is established, the quorum remains in effect and is operative until the meeting is adjourned.

Section 3

Meetings of the Executive Committee may be attended by members of the Central Committee and is otherwise only open to members of the Executive Committee and the Executive Committee Advisory Council. The Chairman may invite visitors to attend specific meetings. No visitor has the right to be heard unless previously recognized in the agenda, or as provided in these rules.

Section 4

The Executive Committee shall regularly report its activities and give a full accounting of its activities to the Central Committee.

Section 5

The Executive Committee can create any ad-hoc committees and delegate responsibility to those committees with a majority vote of a quorum. The Executive Committee will determine the size of any ad-hoc committees. The Chairman shall appoint members to ad-hoc committees, with the approval of the Executive Committee by a majority vote of a quorum.

Article VII

Operation and Authority of the Central Committee

Section 1

Regular meetings of the Central Committee shall be held at such time and place as may be directed by the membership or the Chairman, in the absence of such direction, may decide. Notice of such meetings shall be sent to the members ten days in advance of such meetings. In lieu of a meeting notice, the Executive Committee may adopt a meeting schedule and such schedule shall operate as notice to all members.

Special meetings may be called by the Chairman at his or her discretion and shall be called by the Chairman at the written request of five members.

Section 2

Meetings of the Central Committee shall be conducted in accordance with the accepted rules of parliamentary procedure. Only voting members shall have the right to vote. Voting on all important questions shall be by secret ballot if requested by two members. A quorum shall be one-third of the then current membership, except as otherwise directed by law. Once a quorum is established, the quorum remains in effect and is operative until the meeting is adjourned.

Section 3

Meetings of the Central Committee shall be open to all registered Republicans, except the organizational meeting shall be closed. No visitor has the right to be heard unless previously recognized in the agenda, or as provided in these rules. The Chairman may, at his sole discretion, close any portion of the meeting or remove any non-member from the meeting.

Section 4

The Chairman may appoint, with the approval of the Central Committee, deputy precinct committeemen. Individuals must be currently registered Republicans and live in a precinct occupied by a duly elected or appointed committeeman. Deputies have a right of discussion but no right to vote and may be excluded from any meeting at the order of the Chairman. Deputies shall work in close cooperation with the committeeman in his precinct to further the business of the Party.

Section 5

The Central Committee shall have the sole authority to endorse candidates in primary elections. The Executive Committee shall have no power to endorse in primary elections. The Central Committee may endorse at any time in National, State (including legislative), County, Municipal and Township candidates for office in the primary. The Central Committee shall also have the sole authority to endorse in any ballot issue that involves a municipal election, levy, renewal levy, replacement levy, additional levy, income tax or bond issue.

The Central Committee has the power to endorse Republican candidates in general elections, but it can delegate this authority to the Executive Committee. The Central Committee may reverse the endorsement decisions of the Executive Committee with a two-thirds vote of all Central Committee members.

All endorsements require a two-thirds vote of members present at the respective Central or Executive Committee meeting.

Section 6

The Chairman, may, from time to time, establish special committees of the Central Committee. All committees shall be appointed by the Chairman, who may be the chairman of any such committee. All committees shall serve at the pleasure of the Chairman.

Article VIII

Expenditures and Budgeting

Section 1

Except as otherwise provided in this article, the Central Committee shall have the sole power to authorize the expenditure of any funds from any financial accounts maintained in the name of the Erie County Republican Party and maintained by the Treasurer. Such authority may be delegated as the Central Committee by resolution or motion deems proper.

Section 2

The Chairman may authorize an expenditure for any reasonable and necessary purpose not exceeding Three Hundred Dollars (\$300.00). Any expenses so authorized shall be disclosed to the Central Committee at the first meeting subsequent to the expense. The Central Committee may, by majority vote, prevent the Chairman from again authorizing a similar expense; however, the Committee may not require reimbursement for funds previously expensed unless the expense was illegal or immoral.

Section 3

The Central Committee may, by resolution, appropriate funds to the Executive Committee or the Officers on a biannual basis for the period beginning on January 1 of each odd numbered year and ending on December 31 of the next even numbered year. Any budget granted the Executive Committee or Officers may be as detailed as the Central Committee so elects. The Executive Committee or Officers have full authority to expend all appropriated funds.

ARTICLE IX

Rules of Order and Procedure

Section 1

The Chairman shall determine the Agenda and order of business at each meeting of the Central and Executive Committees. The Central and Executive Committees may alter, amend, and add to the Chairman's agency by majority vote. Unless otherwise provided in these Rules or the Ohio Revised Code, nothing shall prevent either Committee from considering any matter or topic that is lawfully and properly brought before the Committee for consideration.

Section 2

Robert's Rules of Order, Newly Revised, shall govern the proceedings of the Central and Executive Committees where provisions therefore are not specifically covered by these Rules and the Ohio Revised Code.

Section 3

Any written notice required by these Rules to be given or sent to any member or officer may be sent by personal delivery, First Class United States Mail, or by electronic communication. All notices sent by mail or electronic communication shall be deemed received when sent. All notices sent by personal delivery shall be deemed received when delivered. All members and officers may keep their preferred email or other electronic contact information on file with the Secretary for use in sending notices.

ARTICLE X

Board of Elections

Section 1

The Chairman shall have the right of first nomination for appointment to any Republican vacancy on the Erie County Board of Elections. If the Chairman declines the nomination or fails to qualify for the position because of a conflict of interest, as defined herein, the Vice-Chairman shall have the right of first nomination. If the Vice-Chairman declines the nomination or fails to qualify for the position because of a conflict of interest, the Executive Committee shall nominate from its membership a person to the position if there is currently not a member of the Executive Committee serving on the Board of Elections. If an Executive Committee member is already serving on the Board of Elections or if no member of the Executive Committee accepts nomination, Section 2 of this Article shall control.

Section 2

Subject to Section 1 of this Article, the Executive Committee may nominate any qualified person to serve on as Republican member of the Erie County Board of Elections as required by law.

Section 3

For purposes of this Article XII, "Conflict of Interest" means holding an office, elected or appointed, with any Federal, State, County, or Local Government or governmental entity that has been deemed by the Ohio Revised Code or the Ohio Attorney General (by written opinion) to be inconsistent with the County Board of Elections. In addition, the Executive Committee may properly consider the appearance of or potential for a Conflict of Interest in carrying out this Article and nominating an individual for appointment to the Board.

ARTICLE XI

Amendments

These rules may be amended by a two-thirds majority at any regular meeting of the Central Committee. Proposed amendments may be introduced by:

1. The Chairman submitting the proposed amendment for consideration at the next Central Committee meeting by causing the Secretary to transmit the meeting announcement with a statement that an amendment to these Rules is proposed and a description of and the wording of the proposed amendment;
2. One-quarter of the Central Committee membership submitting the proposed amendment for consideration at the next Central Committee meeting by causing the Secretary to transmit the meeting announcement with a statement that an amendment to these Rules is proposed and a description of and the wording of the proposed amendment;
3. Any member of the Central Committee moving to amend these Rules at any regular meeting of the Central Committee. Such motion shall include the purpose and the proposed wording of the Amendment. Following proper second of such motion, the proposed amendment shall be placed on the agenda for the following meeting of the Central Committee.

All meeting announcements shall be sent in accordance with the rules governing notice of regular meetings.

ARTICLE XII

Effective Date

These joint rules and bylaws shall become effective on upon a two-thirds majority vote of a quorum of the Central Committee, as certified by the Central Committee Officers whose signatures follow.

WE HEREBY CERTIFY THAT THE FORGOING BYLAWS WERE ADOPTED AND ACCEPTED BY A DULY CALLED AND CONSTITUTED MEETING OF THE CENTRAL COMMITTEE THIS ____ DAY OF _____, 2021.

CHAIRMAN

VICE-CHAIRMAN

SECRETARY