



**BY-
LAWS**

**of
the**

**CUMBERLAND COUNTY
REGULAR REPUBLICAN
ORGANIZATION**

Revised and Adopted by the Cumberland County Regular Republican Organization
on: _____, 2016.

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**BY-LAWS OF
CUMBERLAND COUNTY REGULAR REPUBLICAN ORGANIZATION**

PREAMBLE

Pursuant to, and as provided by, Title 19, Chapter 5, Article 2 of the Statutes of the State of New Jersey, the following shall be the Bylaws of the Cumberland County Regular Republican Organization (the “CCRRO”).

ARTICLE1

NAME & PURPOSE

SECTION A. NAME

- 1.A.1.** The name of this organization is the “Cumberland County Regular Republican Organization” and is also sometimes known and referred to as the “CCRRO” or the “Cumberland County GOP.” This organization is duly organized and incorporated under New Jersey law as the Cumberland County Regular Republican Organization, Inc.

SECTION B. PURPOSE

- 1.B.1.** The CCRRO shall have as its purpose the promotion of the principles and platforms of the Republican Party.
- 1.B.2.** The CCRRO is further empowered to create its own party platform, subject to the approval of a simple majority vote of the County Committee.
- 1.B.3.** The CCRRO shall support the campaigns of Republican candidates in all state and national elections who have received the endorsement of the CCRRO. It shall also direct and support the campaigns of all CCRRO endorsed Republican candidates in all county elections. It shall give such appropriate support and guidance, as it may be able to give, with respect to any municipal or other election within Cumberland County as is permitted by law.

ARTICLE2

THE COUNTY COMMITTEE

SECTION A. COMPOSITION

- 2.A.1.** Consistent with Title 19, Chapter 5, Article 2 of the Statutes of the State of New Jersey, the County Committee shall consist of duly elected Committeepersons, two (2) for and from each of the various election districts within Cumberland County.
- 2.A.2.** As of the date of adoption of these by-laws, there shall be a maximum of one hundred seventy (178) Committeepersons, allocated as set forth on a separate attachment to these by-laws. This

number and allocation of committeepersons shall be revised and updated as necessary by law.

SECTION B. QUALIFICATION AND ELIGIBILITY

2.B.1. All County Committeepersons shall:

- a. Be 18 years of age or older;
- b. Be registered as a Republican voter in Cumberland County, New Jersey; and
- c. Actually reside in the election district in which they seek election.

2.B.2. While the CCRRO encourages and promotes diversity and inclusiveness, there shall be no gender requirement for Committeepersons

SECTION C. ELECTION OF COMMITTEEPERSONS.

2.C.1. The election, service and removal of the County Committeepersons shall be in accordance with applicable state law and, to the extent not inconsistent with that, with these By-Laws.

2.C.2. Commencing with the Primary Election of 2016, when all Committeepersons shall be chosen, each shall take his or her office on the Saturday following the Primary Election and the term of shall be four (4) years. Committeepersons shall not be subject to any term limitations or number of reelections.

SECTION D. VACANCIES IN THE COUNTY COMMITTEE.

2.D.1. A Committeeperson vacates their office upon the following events:

- a. Ceasing to be a resident of the election district from which he or she was elected;
- b. Death or incapacity;
- c. Resignation tendered to the County Chairperson
- d. Failure to stand for and/or win election or reelection
- e. For cause as set forth in in section 2.E.

2.D.2. The County Chairperson shall report to the county clerk any vacancies, resignations, and committee positions filled pursuant to R.S.19:5-2 or 19:5-3. The report of a resignation shall be accompanied by a letter of resignation signed by the resigning committee member or, if the resigning committee member fails to provide such a letter, by a notarized letter stating that the resignation has occurred signed by the County Chairperson who shall also provide a copy thereof to the resigning member. Notice of vacancies in the membership of a County Committee that are filled pursuant to R.S.19:5-2 or 19:5-3 shall be accompanied by a certificate of acceptance signed by the newly selected member.

2.D.3. The official list of the County Committeepersons and of the municipal committee chairpersons maintained by the county clerk shall be deemed to be a government record and only those County Committeepersons listed thereon seven (7) days prior to a selection to fill a vacancy and otherwise qualified to vote on the vacancy shall be entitled to vote on filling a vacancy pursuant to this section.

- 2.D.4.** A vacancy in the office of a member of the County Committee, caused by death, resignation, failure to elect, removal for cause, or otherwise, shall be filled for the unexpired portion of the term by an otherwise qualified person appointed by the municipal committee of the municipality wherein the vacancy occurs. If there is no such municipal committee, the vacancy shall be filled for the unexpired portion of the term by the appointment of the members of the County Committee, at large.

SECTION E. REMOVAL FOR CAUSE

- 2.E.1.** If a Committeeperson violates these by-laws, acts in a manner opposed to or conflicting with the CCRRO, or otherwise fails in or chronically neglects his or her duties and obligations to the CCRRO, he or she may be removed from office as follows.
- 2.E.2.** A resolution finding cause for removal may be made a simple majority vote of a quorum of the Board of Directors. Written notice of the resolution finding cause for removal shall be given to the person subject to removal. Notice shall be by personal delivery or certified mail to the last known address of the person. The notice shall inform the person that he or she may request a hearing, and the manner by which a hearing must be requested. A hearing shall then be scheduled no later than forty-five (45) days but no earlier than fifteen (15) days in the event that same is properly requested. The hearing shall take place before the Board of Directors. The person shall be removed upon a 2/3 vote of a quorum of the Board of Directors. If the member who is being removed fails to request a hearing, the resolution of the Board of Directors shall be deemed approved and a vacancy shall exist.

ARTICLE3

OFFICERS OF THE CCRRO

SECTION A. OFFICERS AND ELECTION OF OFFICERS

- 3.A.1.** The Officers of the CCRRO shall be:
- a. Chairperson;
 - b. Vice Chairperson;
 - c. Secretary;
 - d. Treasurer;
 - e. Sergeant-at-Arms;
 - f. Legal Counsel.
- 3.A.2.** By vote of the County Committee, the Chairperson, Vice Chairperson, Secretary, Treasurer, and Sergeant-at-Arms shall be elected to four (4) year terms. Such election shall take place at every fourth reorganization meeting of the County Committee (**Article 6**), with the first of such elections occurring in the year 2018. Until such time, all current Officers shall retain their current positions.
- 3.A.3.** In any election where there are more than two candidates for the same Officer position, the winner shall be the one receiving more than 50% of the votes cast for that office. If no candidate

to a particular Officer position receives more than 50% of the votes on the first ballot, another ballot shall be taken between the two candidates receiving the highest number of votes on the first ballot.

- 3.A.4.** The Legal Counsel of the CCRRO shall be selected by appointment of the Chairperson of the CCRRO, shall have no fixed term and shall serve at the pleasure of the Chairperson.

SECTION B. QUALIFICATIONS OF OFFICERS

- 3.B.1.** All Officers shall be registered Republican voters and shall reside in Cumberland County, New Jersey at the time of their election and at all times thereafter while serving as an Officer.
- 3.B.2.** There shall be no gender requirement for any Officer position.
- 3.B.3.** Legal Counsel shall be an attorney at law admitted to practice law in the State of New Jersey. If there is no qualified candidate for the office of Legal Counsel that office shall remain vacant until such time as there is a qualified person.

SECTION C. VACANCY OF OFFICERS

- 3.C.1.** In the event of a vacancy in the office of the Chairperson, the Vice Chairperson shall call a meeting of the County Committee within thirty (30) days of the occurrence of the vacancy, at which time a Chairperson shall be elected to fill the vacancy for the unexpired term, following the procedures set forth in **3.A.2.** and **3.A.3.**
- 3.C.2.** In the event of a vacancy occurring in any other Officer position, the Chairperson shall designate a successor within thirty (30) days of the creation of the vacancy to fill the unexpired term.

SECTION D. DUTIES OF THE CHAIRPERSON

- 3.D.1.** The chairperson shall:
- a. Preside at all meetings of the CCRRO; of the Executive Committee; and at the Annual Convention;
 - b. Enforce all rules of the CCRRO;
 - c. Designate or create or dissolve any committee(s) (other than the Executive Committee) deemed necessary or desirable to promote any activity or purpose of the CCRRO and to determine the function of such committee(s), name and remove the persons to serve on such committee(s), name and remove the chairperson of such committee(s) and establish any rules, guidelines or parameters relating to such committee(s);
 - d. Name replacements to fill vacancies in the Executive Committee between Quadrennial Meetings of the CCRRO Committee Members;

- e. Call meetings of the CCRRO Committee Members, as the Chairperson deems necessary, or upon the written request of the requisite number of CCRRO Committee Members as set forth elsewhere in these By-Laws;
- f. Serve as an ex-officio member of all committees;
- g. Perform all duties required by law and by these By-Laws;
- h. Whenever by custom or law the Chairman enjoys the power to recommend any candidate to a county, state, or federal post, petition, office or other benefit, he shall seek the opinion of the Municipal Chairman of the municipality in which the candidate(s) resides and shall submit the name of the candidate(s) to the Executive Committee for consideration with a report of the opinion obtained. The Executive Committee shall act upon appointments in closed session and by secret ballot. The results of such action shall not be discussed with others outside the Committee except a disclosure of “Approved”, “Disapproved”, or “No Action.”

SECTION E. DUTIES OF THE VICE CHAIRPERSON

3.E.1. The Vice Chairperson shall:

- a. In the event of the absence or inability to serve of the Chairperson, the Vice-Chairperson shall assume all the duties and responsibilities of the Chairperson and shall serve in such capacity as the circumstances may require until a Chairperson is elected as provided in these By-Laws;
- b. The Vice Chairman shall preside in the absence of the Chairman and shall serve in his place in the event of a vacancy of the office of the Chairman until a new Chairman shall have been elected. The Vice Chairman shall assist the Chairman in the performance of his duties.
- c. Perform such other duties, tasks and functions as assigned, from time to time, by the Chairperson; and
- d. Serve ex-officio on all committees.

SECTION F. DUTIES OF THE SECRETARY

3.F.1. The Secretary shall:

- a. Keep a permanent record of the minutes of all regular and special meetings, including Board of Director Meetings
- b. Maintain a current list of County Committeepersons including names, addresses and district represented and, to the extent available, telephone numbers, fax numbers and e-mail addresses;
- c. Be custodian of all records of the CCRRO;
- d. Keep a copy of the CCRRO’s Constitution and By-Laws to which all amendments

shall be entered with the date of passage;

- e. Provide a current list of County Committeepersons and these By-Laws to any Committeeperson requesting such list.
- f. Perform such other duties, tasks and functions as assigned, from time to time, by the Chairperson;
- g. Serve ex-officio on all committees.

SECTION G. DUTIES OF THE TREASURER

3.G.1. The Treasurer shall:

- a. Be responsible for the safe custody of all monies from the CCRRO, depositing said monies when received in the name of the CCRRO;
- b. Disburse said monies and pay all bills subject to the approval of the Chairperson;
- c. The Treasurer shall render an account to the Executive Committee of all monies received and all monies paid and shall, at the same time, report all accounts receivable and all accounts payable at each meeting of the Executive Committee.
- d. Submit such financial reports as may be required by the provisions of Title 19 or as may be required by the Executive Committee;
- e. Perform such other duties, tasks and functions as assigned, from time to time, by the Chairperson;
- f. Serve ex-officio on all committees.

SECTION H. DUTIES OF THE SERGEANT-AT-ARMS

3.H.1. The Sergeant-at-Arms shall:

- a. Be responsible for the orderly conduct meetings of the CCRRO and of the CCRRO Executive Committee;
- b. Be responsible for the physical organization and security for all meetings of the CCRRO and of the CCRRO Executive Committee;
- c. Be responsible for the ruling on the credentials of any person attempting to attend a meeting of the CCRRO or of the CCRRO Executive Committee;
- d. To perform such other functions as may from time to time be assigned by the Chairperson.

SECTION I. DUTIES OF THE LEGAL COUNSEL

3.I.1. The Legal Counsel shall:

- a. Serve as parliamentarian and legal advisor to the CCRRO, and the Executive Committee;
- b. Recommend to the Executive Committee the employment of counsel to represent the CCRRO in litigation or before any public board or body;
- c. Coordinate between the Executive Committee and other officers of the CCRRO and any outside counsel employed by the CCRRO;
- d. Serve ex-officio on all committees.

3.I.2. The Legal Counsel shall not be required or expected to render legal services to the CCRRO in court or before any other public board or body unless Legal Counsel is separately retained to do so and a written agreement is entered into documenting such representation.

3.I.3. The CCRRO shall not be entitled to rely on the advice of the Legal Counsel unless such advice is in a writing, signed by the Legal Counsel in which the Legal Counsel specifically states that the CCRRO may rely on his advice.

SECTION J. CHAIR EMERITI

3.J.1. All Past County Chairpersons shall, by virtue of their service, be recognized as Chairpersons Emeriti. They must remain registered Republicans, but not a member of the County Committee. Such designation may be removed or rescinded by 2/3 vote of a quorum the County Committee in attendance at any meeting for actions of the Chairperson Emeriti in violation of these By-Laws or in the spirit of this County Committee.

ARTICLE 4

MUNICIPAL COMMITTEES

SECTION A. MUNICIPAL COMMITTEES IN GENERAL

- 4.A.1.** There may be organized a municipal committee for each of the fourteen (14) municipalities located within Cumberland County.
- 4.A.2.** The members of the municipal committees shall consist of the members of the County Committee that reside in the respective municipalities.
- 4.A.3.** Municipal committees may adopt their own rules, procedures and by-laws, to the extent that same do not oppose or conflict with that law or the constitution and these by-laws of the CCRRO. Municipal Committees shall provide the CCRRO with a copy of their rules, procedures, by-laws and roster upon request.
- 4.A.4.** Municipal Committees shall support the campaigns of Republican candidates in local elections for their respective municipality. Municipal Committees shall give such appropriate support and guidance, as they may be able to give, to all CCRRO endorsed candidates in all county, state and national elections.

SECTION B. TERM OF OFFICE

- 4.B.1.** The members of the municipal committee shall take office on the first Saturday following their election as members of the County Committee, on which day the terms of all members of such committees theretofore elected shall terminate.

SECTION C. ANNUAL MEETING

- 4.C.1.** The annual meeting of each municipal committee shall be held on the first Monday following the primary election for the general election, at an hour and place to be designated in a notice to be given by the chairperson of that municipal committee to each member and member-elect.

SECTION D. ELECTION OF CHAIRPERSON

- 4.D.1.** The members of the respective municipal committees shall elect some suitable person who shall be a resident of such municipality to be municipal chairperson (sometimes referred to as “leader” or “city leader”). The chairperson shall preside at all meetings of the municipal committee, and shall perform all duties required of him or her by law and the constitution and by-laws of such municipal committee.

SECTION E. VACANCY

- 4.E.1.** When a member of a municipal committee ceases to be a resident of the district or unit from which elected, a vacancy on the municipal committee shall exist. A member of a municipal committee may resign his office to the committee of which he is a member, and upon acceptance thereof by the municipal committee a vacancy shall exist. A vacancy in the office of a member of a municipal committee, howsoever caused, shall be filled for the unexpired term by the remaining members of the committee in the municipality in which the vacancy occurs.

ARTICLE5

BOARD OF DIRECTORS

SECTION A. BOARD OF DIRECTORS

- 5.A.1.** The CCRRO shall have a twenty (20) member Board of Directors consisting of the fourteen (14) municipal committee chairpersons and the six (6) Officers of the CCRRO (i.e. the Chairperson, Vice-Chairperson, Treasurer, Secretary, Sergeant at Arms and Legal Counsel).
- 5.A.2.** Those that are members of the Board of Directors by virtue of being a municipal committee chairperson may designate a deputy or assistant, provided that deputy or assistant is a committeeperson and/or an officer of a municipal committee, to attend meetings of the Board, and vote, in the member’s absence; or to attend (without a vote) along with the member.
- 5.A.3.** The following persons shall have the right to attend meetings and be heard, but shall otherwise have no other rights, powers, or voting privileges and shall not be counted towards any quorum:
- a. The Chairperson of the State of New Jersey Republican Party;
 - b. The Chairperson of the National Republican Party;

- c. The Cumberland County Republican State Committee persons;
- d. Any elected Republican official of Cumberland County or of any municipality in Cumberland County;
- e. Any Republican serving as the governor or lieutenant governor of the State of New Jersey;
- f. Any Republican serving in the New Jersey Senate or in the New Jersey Assembly or in the United States House of Representatives with all or part of his or her district in Cumberland County;
- g. Any Republican serving as United States Senator from the State of New Jersey;
- h. Any Republican serving as President or Vice-President of the United States.
- i. Any Republican seeking election to any of the aforesaid offices;
- j. Any officer of any Republican organization with a common state or federal legislative district with that of Cumberland County.

SECTION B. DUTIES AND POWERS OF THE BOARD OF DIRECTORS

5.B.1. The Board of Directors shall:

- a. Manage and govern the affairs of the CCRRO between meetings of the County Committee, to the fullest extent possible, and shall be granted all such ancillary powers necessary for doing so, so long as they do not oppose or conflict with the law or the constitution and these by-laws of the CCRRO;
- b. Recommend to the CCRRO the means of raising funds to finance elections and the disbursement of said funds;
- c. Take all such other actions and make all such other recommendations as it deems necessary and appropriate; and,
- d. Otherwise manage the day-to-day affairs of the CCRRO.

SECTION C. VACANCY IN THE BOARD OF DIRECTORS

5.C.1. A vacancy shall exist in the Board of Directors when:

- a. No one is elected to fill such a seat;
- b. No one appears to be sworn in as required by these By-Laws;
- c. A Board of Directors member ceases to be a CCRRO Committeeperson;
- d. Unless otherwise excused by the Chairperson, a Board of Directors member misses three (3) or more consecutive Board of Directors. Unless expressly approved by the Chairperson, attendance by a deputy or assistant shall not be considered attendance by the Executive Committee member;
- d. A Board of Directors member is removed by the Chairperson for cause, in the same manner and procedure set forth in sections **2.E.1.** and **2.E.2.**

5.C.2. The Chairperson may fill any vacancy in the Executive Committee, regardless of the cause for such vacancy by appointing a person qualified to be elected to such seat. The deputy or assistant, if any, designated by the person holding such seat prior to the vacancy shall not have any right, preference or priority to the vacated seat although the Chairperson may appoint such person to fill the vacant seat should the Chairperson so decide.

SECTION D. QUORUM

- 5.D.1.** A quorum of the Board of Directors will consist of the one (1) Chairperson plus any four (4) other members (a total of five (5)); provided, however,
- a. Should a quorum fail to be present at two consecutive properly called meetings commencing with the second such meeting a quorum shall consist of the one (1) Chairperson plus any two (2) other members; and
 - b. a quorum shall thereafter and indefinitely continue to consist of three (3) members and shall revert to a five (5) member quorum only when five (5) or more members are present at a duly called meeting; and
 - c. thereafter, should the circumstances set out in Paragraph 5.D.1.a. occur again, the change in the number for a quorum shall again, and from time to time, continue to apply so that there shall not be more than one meeting which fails if at least three (3) but less than five (5) members are present.
- 5.D.2.** Any member of the Board of Directors may attend meetings by telephone conferencing, video conferencing, or any other method in which such member may be seen or heard by all of the other members at such meeting and the other members at such meeting may see or hear such member. Attendance by such means shall be the same as physical attendance.

SECTION E. MEETINGS; NOTICE; CONSENTS IN LIEU OF MEETINGS

- 5.E.1.** There shall be regular meetings of the members of the Board of Directors as called for by the Chairperson, but in no event less than four (4) times per year.
- 5.E.2.** There shall be such other special meetings of the Board of Directors as the Chairperson, Vice-Chairperson, Secretary, Treasurer, Sergeant-at-Arms, Legal Counsel or any eleven (11) members of the Board of Directors may call.
- 5.E.3.** Notice of the next Board of Directors meeting may be given verbally at the preceding Board of Directors meeting and no other notice need to be given to any member of the Board of Directors not present; it being the duty of a member of the Board of Directors missing a meeting to seek out information concerning the next scheduled meeting.
- 5.E.4.** Notice of any other Board of Directors meeting shall be in writing and given to all members of the Board of Directors and to the Secretary. The notice shall state the time, date and place of the meeting (which shall be in Cumberland County), and may, but does not have to, state a purpose for the meeting. Any matter which properly comes before the Board of Directors at a properly called meeting may be acted upon whether or not such matter was referred to in the stated purpose, if any, given for the meeting in the notice. Written notice may be given by personal delivery, delivery services providing proof of delivery (such as, but not limited to FedEx and UPS), United States postal service, fax, or by e-mail. The person giving such notice shall request of the Secretary that the notice also be posted on the CCRRO's website if one exists.

- 5.E.5.** The Chairperson shall officiate at all meetings of the Board of Directors and set the agenda for same. There shall be a period of discussion set aside at each meeting for the municipal chairpersons to bring up any matter of business relating to the CCRRO.
- 5.E.6.** Any action of the Board of Directors may be taken without a meeting if written consent is given, setting forth the action to be taken and signed by a simple majority of the Board of Directors and provided to the Secretary for inclusion in the records of the CCRRO.
- 5.E.7.** Meetings of the Board of Directors shall be conducted in accordance with, and shall follow voting procedures set forth in Robert's Rules of Order.

SECTION F. VOTING BY THE BOARD OF DIRECTORS

- 5.F.1.** Each member of the Board of Directors (or the deputy or assistant in the absence of the member) shall have one (1) vote.
- 5.F.2.** No vote by proxy by any person shall be allowed.
- 5.F.3.** If an individual is included in more than one capacity as a person having a vote (e.g., the Secretary of the CCRRO is also a municipal chairperson) such individual shall have the corresponding number of votes. For example, if the Secretary of the CCRRO is also the municipal chairperson for Vineland, he or she would enjoy one vote as Secretary and one vote as municipal chairperson for Vineland.
- 5.F.4.** The Chairperson shall not vote except in the case of a tie. In the case of a tie, the Chairperson shall vote.

ARTICLE 6

MEETINGS OF THE COUNTY COMMITTEE

SECTION A. REORGANIZATION MEETING

- 6.A.1.** A Reorganization meeting of the County Committee will be held in accordance with law seven (7) days after the applicable primary election at a reasonably convenient time and location to be determined by the CCRRO Chairperson.
- 6.A.2.** Notice of the reorganization meeting setting forth the place, date and hour shall be sent as soon as practical after the primary election but no later than the Friday immediately following the election. Notice shall be in writing, and may be sent via regular mail, fax, hand delivery or email. Notice shall also be posted on the CCRRO's website, should one exist.

SECTION B. OTHER MEETINGS OF THE COUNTY COMMITTEE

- 6.B.1.** Other meetings of the County Committee meeting may be called at any time at the discretion of the CCRRO Chairperson. Additionally, the Chairperson may be directed to call a meeting of the County Committee at the request of no less than five (5) members of the Board of Directors, or

ten (10) Committeepersons; such request shall be in writing and addressed to the Chairman, setting forth the purpose of the requested meeting. The location of the other meetings of the County Committee shall be determined by the Chairperson and held within ten days of such notice from the Chairperson.

- 6.B.2.** Notice of all other meetings of the County Committee shall be noticed as set forth in section 6.A.2., and shall be sent to all Committeepersons at least seven (7) days prior to the date of the meeting.

SECTION C. PROCEDURES AT MEETINGS OF THE COUNTY COMMITTEE

- 6.C.1.** The rules set forth in Robert's Rules of Order, to the extent practicable in the discretion of the Chairman, shall govern meetings of the County Committee in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the CCRRO may adopt.
- 6.C.2.** The CCRRO Chairperson shall officiate at all meetings of the County Committee. There shall be a period of discussion set aside at each meeting for any committeeperson to bring up any matter of business relating to the CCRRO.
- 6.C.3.** In the absence of the Chairperson, the Vice Chairperson, the Legal Counsel, the Secretary, and then the Treasurer and then the Sergeant-at-Arms, in that order, shall be vested with the authority of the Chairperson.
- 6.C.4.** All Federal, State, County and Local Republican elected officials shall be entitled to attend the meetings of the County Committee, but shall not be entitled to vote, nor may they participate in debate unless invited to by the Chairperson. Federal and State elected officials may send a representative to the County Committee meetings on their behalf. In the discretion of the Chairperson, elected officials may be invited to comment at meetings. Municipal Chairpersons shall be responsible for notifying their local elected officials as to meetings of the County Committee. The CCRRO Chairperson shall be responsible for notifying federal, state and county elected officials as well as the State Committeepersons.

SECTION D. QUORUM

- 6.D.1.** Twenty (20) members of the County Committee shall constitute a quorum for the transaction of business at any meeting of the County Committee.

SECTION E. VOTING BY THE COUNTY COMMITTEE

- 6.E.1.** Voting by the County Committee shall be by voice vote unless any ten (10) Committeepersons Members request a written vote in which cases voting shall be by written, secret ballot.
- 6.E.2.** No voting by proxy shall be permitted.

SECTION F. SPECIAL MEETING TO FILL AN UNEXPIRED TERM

- 6.F.1.** In the event the County Committee must convene a special meeting under Title 19 of the New Jersey Statutes to fill the unexpired term of a Republican office holder, the CCRRO Chairperson

may appoint a Committee on Procedures to draft rules for the special meeting. The Committee on Procedures shall consider such matters as the means of voting, conditions under which candidates can address the CCRRO, floor demonstrations, signs, and other items related to politicking.

SECTION G. ORDER OF BUSINESS OF COUNTY COMMITTEE MEETINGS

6.G.1. The Order of Business shall be as follows:

- a. Call to Order and Flag Salute
- b. Roll Call
- c. Reading and Approval of the Minutes
- d. Report of the Treasurer
- e. Correspondence
- f. Report of the Chair
- g. Committee Reports
- h. Unfinished Business
- i. New Business (in 2018 and every fourth year thereafter, the election of Officers)
- j. Comments and Announcements
- k. Adjournment

ARTICLE 7

ANNUAL CONVENTION

SECTION A. ANNUAL CONVENTION

7.A.1. A convention of the CCRRO shall be conducted annually at the call of the CCRRO Chairperson, to be held in the month of March. The annual convention shall: endorse candidates, make policy and provide a forum for considering issues pertinent to the CCRRO in accordance with the procedures set forth herein.

- a. Endorse candidates;
- b. Establish policies;
- c. Establish a party platform;
- d. Consider such other issues pertinent to the CCRRO.

SECTION B. DELEGATES

7.B.1. The delegates to the annual convention shall be limited to all County Committeepersons, the Board of Directors, ward leaders, precinct captains, campaign coordinators, candidates seeking the endorsement of the CCRRO, and all persons holding elective office in Cumberland County who are registered as Republicans.

SECTION C. RULES FOR THE CONVENTION

7.C.1. The Rules of the convention are set out on the attached schedule to these By-Laws and made a part hereof by this reference. The Rules of the convention may be amended by the same method

as an amendment to any other portion of these By-Laws.

SECTION D. ORDER OF BUSINESS

7.D.1. The Order of Business at the Annual Convention shall be:

- a. Call to Order;
- b. Opening prayer, Pledge of Allegiance and National Anthem;
- c. Welcome and introduction by Convention Chairperson;
- d. Old Business;
- e. New Business, including endorsements and establishing policies and a platform;
- f. Closing.

ARTICLE 8

ENDORSEMENT OF CANDIDATES

SECTION A. LETTER OF INTENT

8.A.1. Federal, State and County candidates seeking the endorsement of the CCRRO shall submit a letter of intention to seek an office with the CCRRO Chairperson, no later than February 15th immediately preceding the annual convention. The Chairperson may establish such rules as may be appropriate in connection with Special Elections. The Chairperson shall distribute the letter(s) to the all members of the Board of Directors after receipt of same.

SECTION B. PREFERENCE OF CANDIDATES

- 8.B.1.** All federal, state and county candidates seeking the endorsement of the CCRRO, and who have submitted a letter of intent, shall present themselves at the annual convention. At his or her discretion, the County Chairperson may also submit for endorsement other candidates for office not attending the convention and/or not submitting a letter of intent (e.g. candidates for governor, United States Senate, and presidential candidates).
- 8.B.2.** All candidates submitting letters of intent shall be nominated and seconded from the floor of the annual convention and shall then have an opportunity to speak to those assembled according to the following time restrictions: Federal candidates – ten minutes; Candidates for Governor – ten minutes; Candidates for State Legislature – five minutes; Candidates for County Office – five minutes.
- 8.B.3.** The CCRRO shall then conduct a preference vote for all candidates at the federal, state and county level. All County Committeepersons and the Board of Directors shall cast a vote by way of secret ballot for their preferred candidate.
- 8.B.4.** Candidates receiving the most votes as a result of the preference process shall be endorsed by the CCRRO and shall be entitled to appear in a column on the ballot under the CCRRO slogan. Monetary and/or other support of preferred candidates in the primary election shall be in the discretion of the CCRRO Chairperson. The Board of Directors shall be entitled to offer advice to the Chairman on the subject.
- 8.B.5.** Notwithstanding the above, endorsed candidates shall be responsible for raising funds to finance

their respective campaigns. The funds of the CCRRO shall be supplemental to those funds where appropriate and legal. In no event shall the CCRRO incur indebtedness on behalf of any candidate(s) without the approval of a 2/3 majority of the Board of Directors.

- 8.B.6.** In the event that a candidate shall choose to reject the outcome of the preference vote or otherwise run against a CCRRO endorsed candidate in the primary election or general election after participating in the CCRRO endorsement process, he or she shall not be entitled to participate in the preference process during the next election cycle for that office and shall not be entitled to participate in the endorsement process for any other office for one year. In the event that a municipal chairperson, elected official or County Committeeperson publicly support a candidate against a CCRRO endorsed candidate at any election, that municipal chairperson, elected official or County Committeeperson shall not be eligible to appear in the CCRRO column for any office at the next election the following year and/or the year that committee members are elected as applicable. Additionally, that municipal chairperson, elected official and/or County Committeeperson shall not be permitted to attend the Annual Convention. Additionally, any member of the CCRRO who publicly opposes CCRRO endorsed candidate(s), on the vote of the Board of Directors, on motion by any member, may be suspended from the CCRRO and shall not be entitled to participate in CCRRO meetings, events or activities until after one year from the date of that primary or other applicable election.

ARTICLE9

BOOKS & RECORDS

SECTION A. BOOKS AND RECORDS

- 9.A.1.** The Board of Directors shall keep books and records of account and minutes of the proceedings of the County Committee, the Board of Directors, and all other committees which may exist from time to time, if any.
- 9.A.2.** The minutes, records and books may be in written form or any other form capable of being converted into written form within a reasonable time.

ARTICLE10

LIABILITY, INDEMNIFICATION & INSURANCE

SECTION A. NO PERSONAL LIABILITY

- 10.A.1.** No officer, employee, CCRRO Committee Member or agent of the CCRRO shall be personally liable for the debts, liabilities or obligations of the CCRRO.

SECTION B. INDEMNIFICATION

- 10.B.1.** The CCRRO shall indemnify any officer, employee, member of the Board of Directors, County Committeeperson or agent of the CCRRO against reasonable costs, disbursements, counsel fees and liabilities in connection with any proceeding involving such officer, employee, CCRRO Committee Member or agent of the CCRRO because of that person's present or former capacity as a director, officer, employee, or agent of the CCRRO.
- 10.B.2.** Notwithstanding anything contained in Paragraph 10.B.1 above, no such person shall be indemnified where the action or proceeding is based upon or arises out of such person's own intentional or criminal misconduct in the performance of such person's duties.
- 10.B.3.** The CCRRO shall be authorized, but is not obligated, to obtain insurance to cover any such indemnifications as may be required under this Article.

ARTICLE 11

ADOPTION, SUBORDINATION & AMENDMENT OF BY-LAWS

SECTION A. ADOPTION AND REVISION OF BY-LAWS

- 11.A.1.** These by-laws shall take effect immediately upon adoption by a simple majority vote of the County Committeepersons members voting on same at a meeting of the County Committee, including but not limited to the annual convention.
- 11.A.2.** These by-laws may be amended by a two-thirds vote of County Committeepersons voting on same at a meeting of the County Committee, provided that said proposed amendment(s) shall have been submitted to the County Chairperson and Board of Directors in writing.
- 11.A.3.** In the event any provision of these By-Laws is held to be unenforceable by any State or Federal court, the remaining provisions of this Constitution and By-Laws shall survive and remain in full force and effect.
- 11.A.4.** The Legal Counsel of the CCRRO shall periodically review these By-Laws for conformance with New Jersey law and may, if deemed appropriate, suggest revisions to the Board of Directors.

Approved: _____, 2016

Amended:

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