BYLAWS OF THE

SENECA COUNTY REPUBLICAN CENTRAL COMMITTEE

AND THE

SENECA COUNTY REPUBLICAN EXECUTIVE COMMITTEE

ARTICLE I

A. PURPOSE AND DUTIES

1. The purpose of the Seneca County Republican Central Committee (herein "Central Committee") shall be to discuss, debate, promote, assist, and implement the ideals of the Republican political party on a national, state, and local level and to provide leadership on behalf of the constituency each Central Committee member represents.

2. It shall be the duty of the Committee to manage the affairs of the Republican Party in Seneca County, Ohio including, but not limited to, the following:
   a. directing the general policy of the Party organization
   b. directing and conducting campaign activities
   c. promoting the best interests of the Party
   d. performing duties required by law or custom
   e. informing voters regarding Republican candidates for elected positions

B**.** MEMBERSHIP

1. Members: There shall be a Seneca County Central Committee, which shall be comprised of not more than one member from each election precinct in Seneca County. Membership on said Central Committee shall be determined by direct vote at the Republican Primary held for such purpose, or by appointment using the method described in Article I, Part I, Section b, paragraph 3, herein. In order to have one's name placed on the Republican precinct Primary ballot, one need only file a Declaration of Candidacy as prescribed by the Ohio Secretary of State in accordance with the Ohio Revised Code Section 3513.051. All members of the Seneca County Central Committee shall be members of the Seneca County Executive Committee.

2. Terms: Terms of members of the Central Committee shall begin upon the sixth day after the date of certification of the results of said Primary by the Seneca County Board of Elections, and continue for four successive years until the sixth day after the date of declaration of the results of the Seneca County Board of Elections of a successor are certified.

3. Appointments: Should an election precinct not be represented at any-time, due to either the death, resignation, or removal of a member, or the failure to elect a person in the precinct, the remaining members of the Central Committee may, upon nomination by any Central Committee person, verification of Republican voting status and subsequent vote by the Central Committee, select a registered Republican resident of said precinct to serve the unexpired term thereof.

C. MEETINGS

1. Organizational: An organizational meeting of the Central Committee shall be held not earlier than six (6), nor more than fifteen (15) days following the declaration of the Primary results by the Seneca County Board of Elections. Said meeting shall be called by the preceding Central Committee Chairperson, or any other preceding officer of said Central Committee in the absence of the preceding Chairperson.

   a. Calling the Meeting: The preceding Central Committee Chairperson, or in their absence, officers in succeeding order (First Vice-Chairperson, Second Vice-Chairperson, Treasurer, Secretary), shall call any organizational meeting to order, and verify that notice of the meeting has properly been sent.

   b. Elections: If the requirements of Article I (C)(1)(a) have been met, the officer conducting the organizational meeting shall act as temporary secretary and solicit nominations from the Central Committee membership for the position of Central Committee Secretary. The temporary secretary shall act as a teller for voting of the Central Committee Chairperson and shall distribute paper to the Central Committee members, who shall vote for the Central Committee Chairperson. When the Central Committee elects a Chairperson, that Chairperson will proceed to solicit nominations from the Central Committee membership in the following order, for the following Central Committee positions: Secretary, First Vice-Chairperson, Second Vice-Chairperson, and Treasurer. Officers of the Central Committee shall be elected by the Central Committee membership by paper vote distributed by the Central Committee Secretary. When all of the above officers have been elected, the Central Committee Chairperson shall assume the chairing of meetings thereafter. The first order of business for the Chairperson of the Central Committee shall be to accept nominations for the Chairperson of the Executive Committee and the Seneca County Republican Women's Chairperson, who shall there upon be elected by the membership.

2. Regular Meetings: The Central Committee shall meet quarterly throughout the year at a suitable time and place as designated by the Chairperson or upon the petition by at least 25% of the current members of said Central Committee to the Chairperson and/or Secretary of the Central Committee. Any topic or subject may be raised, by any Central Committee member, at a Regular Central Committee meeting. The organizational meeting referred to in Article I (C)(1) above may constitute one of the quarterly meetings. Any regular meeting of the Central Committee may be adjourned or suspended so that a meeting of the Executive Committee may occur, when necessary.

3. Special Meetings: Special meetings of the Central Committee may be called upon petition of at least 25% of the current members of said Central Committee, who shall thereupon establish the time and place within Seneca County to hold such meetings. Only those topics specifically announced in the agenda notice to the Central Committee membership shall be discussed and/or acted upon at such meetings. Any special meeting of the Central Committee may be adjourned or suspended so that a meeting of the Executive Committee may occur, when necessary.

4. Rules of Procedure: In the absence of specific provisions herein otherwise, all procedures of the Central Committee and Executive Committee shall be in accordance with Robert's Rules of Order.

D. NOTICE OF MEETINGS

1. Organizational and Regular: A written notice of the time and place of Organizational and/or Regular Central Committee meeting will be mailed by regular mail by the Secretary and post-marked no fewer than ten (10) days prior to such meeting.

2. Special Meeting: A written notice of the time and place of a special meeting of the Central Committee shall be posted by regular mail by a member of the petitioning group **and postmarked** no fewer than 10 days prior to such meeting. **February 19, 2014**

3. Effect of Failure of Notice: Failure to provide adequate notice noted shall make any actions shall render any action of said meeting null and void.

E. VOTING:

1. Quorum: Those Central Committee and Executive Committee members physically present at a duly called regular or special meeting shall constitute a quorum.

2. Majority: All actions of the Central Committee and Executive Committee shall be determined by the majority vote of the quorum, except as otherwise provided for or prohibited by federal or state law, or specifically stated otherwise within these By-Laws. No officer or member of the Central Committee or Executive Committee shall have implied power to bind the Central Committee or Executive Committee to any financial contract or obligation. All powers to bind the Central Committee or Executive Committee must be expressly granted by the rules or by resolution adopted by the appropriate Committee and properly recorded by the Secretary in the minutes.

3. Reports: The tellers shall tally the ballots and report the results of an election regarding; nominations to offices, matters, and/or issues before the Central Committee or Executive Committee, to the meeting chairperson, who shall announce the results to the meeting and direct the results to be recorded in the minutes. The ballots may be examined by the candidates and the voting members and the recording secretary shall enter the results and seal the tallied ballots in an envelope to be placed in a safe place at the County Board of Elections. The meeting chair and recording secretary shall sign, date, and seal said envelope in presence of the members, and said envelope shall be stored at the Board of Elections for a period of two (2) years. December 16, 2010

F. ELECTIONS AND APPOINTMENTS

1. In the event of a vacancy of an elected or appointed political position (other than an elected Central Committee position) requiring Central Committee or Executive Committee appointment, the Secretary of the Central Committee shall publish once, in the Advertiser-Tribune and Fostoria Review Times, an announcement of the vacancy and the date, time, and location of any meeting to fill said vacancy. The announcement shall advise any interested registered Republican electors applying for the position to obtain a list of current Central Committee members from the Board of Elections so that the applicant can provide resumes and/or documents to Central Committee members for review and consideration. January 19, 2010

2. In the event that more than ten (10) persons seek appointment to a vacant position, then the Central Committee shall meet one week prior to the final determination and selection meeting and conduct a screening process to reduce the number of applicants to five (5) for final determination and ultimate selection. The screening meeting shall be conducted such that all applicants for the position shall be listed on a sheet of paper. All Central Committee members present shall then vote for any and all applicants they feel qualified to occupy the vacant position. The five (5) applicants who receive the most votes at the screening meeting will then be considered at the final determination and selection meeting. In the event of any ties for the fifth and final position for consideration, the Central Committee shall decide at that time the best method to resolve the tie. January 19, 2010

3. If five (5) candidates are vying for a position (for Central Committee and/or elected or appointed political positions) at the final determination and selection meeting, and, if upon the first vote no candidate receives a majority of votes, the candidate receiving the fewest number of votes shall be eliminated and a vote taken regarding the remaining candidates. Such procedure shall continue until a candidate receives a majority of votes.

4. METHOD OF VOTING:

   a. Each Central/Executive Committee member shall possess one vote for voting purposes.

   b. On all matters involving individuals in regards to positions on the Central/Executive Committee votes may be by secret ballot (paper)

   c. On all matters involving issues, as opposed to individuals in regards to a position, all such votes may be accomplished by a show of hands or a voice vote.

   d. On all matters involving filling the vacancy of an elected or appointed political office(other than elected Central Committee/Executive Committee positions) requiring Central Committee or Executive Committee appointment is required to be accomplished by roll call voice vote.

   e. Tellers for an election may be selected by placing the names of the Committee members in attendance in a container (hat, basket, box, etc.) except for those names of potential candidate(s) for election to the position and drawing the required number of names to act as tellers.

   f. The officer presiding over the meeting shall announce the total of votes available and calculate and announce the number of votes required for a majority. February 19, 2014

G. OFFICERS:

1. Chairpersons:

   a. Chairperson of the Central Committee: The duly elected Chairperson of the Central Committee shall preside at all meetings of the Central Committee and exercise general supervision over the affairs of the Central Committee.

   b. Chairperson of the Executive Committee: The duly elected Chairperson of the Executive Committee shall preside at all meetings of the Executive Committee and exercise general supervision over the affairs of the Executive Committee.

2. First Vice-Chairperson: The duly elected First Vice-Chairperson shall perform the duties of any Chairperson in the event of the Chairperson's incapacity. The First Vice-Chairperson shall perform the duties of the Treasurer in event of the Treasurers absence or incapacity. In addition, the First Vice-Chairperson shall be the Chairperson of the Finance Committee. January 19, 2010

3. Second Vice-Chairperson: The duly elected Second Vice-Chairperson shall perform the duties of any Chairperson in the event of the Chairperson and First Vice-Chairperson's incapacity. In addition, the Second Vice-Chairperson shall be the Chairperson of the Audit Committee.

4. Secretary: The duly elected Secretary shall be the contact person for and on behalf of the Central Committee and Executive Committee, provide proper notice of regular Central Committee and Executive Committee meetings, assure the sanctity of any voting by Central Committee and Executive Committee members, and be custodian of records and meetings of the Central Committee and Executive Committee.

   a. The Secretary shall call the roll of the Central Committee members available for voting and advise the officer presiding at the meeting and record the total in the minutes.

b. The secretary shall record the names of the Central/Executive committee members and the number of votes required for a majority. February 19, 2014

5. Treasurer: The duly elected Treasurer shall be the guardian of Central Committee and Executive Committee assets including revenues, deposits, and books, make disbursements when authorized by Central Committee and/or Executive Committee resolutions, account for Central Committee and Executive Committee assets, file necessary financial reports perform such other tasks as are generally recognized of Treasurers in a similar capacity.

   a. The Treasurer is authorized to make expenditures only when countersigned by a Chairperson, First Vice-Chairperson, or Second Vice-Chairperson.

   b. A $5,000.00 bond, to be paid by the Central/Executive Committee, shall bond the Treasurer.

   c. The Treasurer may make expenditures under $1,000.00 within a given quarter-year for Central/Executive Committee purposes, unless the expenditures in excess of $1,000.00 have been pre-approved by a majority of the Central Committee officers: Chairperson, First Vice-Chairperson, Second Vice-Chairperson and Secretary. February 19, 2014

   d. The Treasurer shall ensure that copies of the bank statements and financial reports are delivered to the Second Vice-Chairperson for the audit committee. January 19, 2010

   e. In the absence of the Treasurer, the First Vice-Chairperson shall perform the duties of the Treasurer, make the expenditures, and perform the tasks assigned to the Treasurer, subject to the same legal limitations by these by-laws and by the Central/Executive Committee. January 19.2010

6. Seneca County Republican Women Chairperson: The duly elected Seneca County Republican Women's Chairperson is responsible for coordinating Republican Women's affairs.

7. Others: The Central Committee and Executive Committee may establish additional officers, from time to time, as needed.

8. Vacancies: Should a vacancy occur as to the Chairperson of the Central Committee, due to death, resignation, or removal from office, then the First Vice-Chairperson shall become Chairperson, the Second Vice-Chairperson shall become First Vice-Chairperson, and the Central Committee shall thereafter elect a new Second Vice-Chairperson. Should a vacancy occur as to the First Vice-Chairperson, due to death, resignation, or removal from office, then the Second Vice-Chairperson shall become the First Vice-Chairperson, and the Central Committee shall thereafter elect a new Second Vice-Chairperson. Should a vacancy occur as to the Second Vice-Chairperson, Treasurer, Secretary, Seneca County Republican Women, or Chairperson of the Executive Committee, due to death, resignation, or removal from office, the Central Committee shall thereafter elect a replacement.

9, Intent of Succession: It is intended for succession to occur every two (2) years in regards to replacing the positions of Chairperson, First Vice-Chairperson, and Second Vice-Chairperson of the Central Committee, and Chairperson of the Executive Committee. That is, at the end of two (2) years, and if at all possible, it is desirable, but not a certainty, that the Central Committee install the previous First Vice-Chairperson as Chairperson, the previous Second Vice-Chairperson as First Vice-Chairperson, and elect a new Second Vice-Chairperson. This progression is hoped to promote vitality within officers, while at the same time maintaining stability and continuity within the organization

H. COMMITTEES

1. Finance: There shall be a Finance Committee whose purpose it is to oversee all fundraising activities and assist the Chairperson in establishing the Central Committee budget. The Chairperson of the Finance Committee shall be the First Vice-Chairperson of the Central Committee.

2. Audit: There shall be an Audit Committee whose purpose it is to annually review the receipts, expenditures and reports made by the Treasurer and make a report of same to the Central Committee The Chairperson of the Audit Committee shall be the Second Vice-Chairperson of the Central Committee.

3. Executive Committee: There shall be an Executive Committee consisting of all Central Committee Persons and officers as identified in Article I, Part G. The Executive Committee shall perform all duties required by law. Should the Central Committee desire, the membership and responsibilities of this committee may be changed at any time as deemed necessary and appropriate.

4. Ad Hoc: Standing or temporary ad hoc committees may be established by the Central Committee and/or Executive Committee as deemed necessary. Included is the Seneca County Republican Women's Club, which shall not be limited to Central Committee or Executive Committee members.

ARTICLE II

ENDORSEMENTS: The Central Committee may endorse any federal, state, or local candidate in any election, primary or general. In order to avoid any fracturing of the Party, a candidate running in a Primary Election will be endorsed only upon the affirmative vote of 75% or more of the members of the Central Committee present at any meeting. In no event shall the Central Committee endorse more than one candidate running for the same position in any Primary Election. The 75% endorsement rule presumes that two (2) candidates are vying for the position. Where three (3) or more candidates are vying for a position, continued voting by the Central Committee will occur such that the candidate with the lowest vote total will be eliminated from consideration, until two (2) candidates remain for endorsement consideration. Central Committee persons may cast votes for multiple candidates during the endorsement process, except when two candidates remain, in which case only one (1) vote may be cast.

ARTICLE III

AMENDMENT: These Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the members of the Central Committee present at any meeting.

ARTICLE IV

SUPREMACY and SAVINGS: These Bylaws shall apply except to the extent prohibited by law. Should any portion of these Bylaws be in conflict with federal, state or local law, then the remaining, lawful portion of the Bylaws shall remain of full force and effect.

These Bylaws were amended and approved on: January 19, 2010, December 16, 2010, **February 19, 2014**,

SCRCC By-Laws Committee members: Mike Bridinger, Jim Green, Chairman Paul Vaughn, and Harvey Yocum.

Ad-Hoc members were: Nick Lucius, David Koehl, Charles Knight, Paulette Miller