

**CONSTITUTION AND BY-LAWS**

**of the**

**OCEAN COUNTY**

**REPUBLICAN COMMITTEE**

George R. Gilmore, Chairman  
Barbara Lanuto, Vice-Chairwoman

## **PREAMBLE**

THE MEMBERS OF THE OCEAN COUNTY REPUBLICAN COMMITTEE, PURSUANT TO THE PROVISIONS OF NEW JERSEY STATUTES, TITLE 19, DO HEREBY ADOPT THE FOLLOWING CONSTITUTION AND BY-LAWS TO GOVERN THE AFFAIRS OF SAID COMMITTEE.

## **ARTICLE I**

### ***NAME AND PURPOSE***

#### **SECTION 1. NAME**

- 1.1** The name of this organization is the Ocean County Regular Republican Committee, a political party committee pursuant to N.J.S.A. 19:5-3.

#### **SECTION 2. PURPOSE**

- 2.1** This Committee shall have as its purpose the promotion of the principles and platforms of the Republican Party.
- 2.2** This Committee shall support the campaigns of Republican candidates in all county, state and national elections. It shall give such appropriate support and guidance, as it may be able to give, with respect to any municipal election within Ocean County.
- 2.3** This Committee, through the Board of Directors provided for in Article IV herein, shall direct the affairs and further the interests of the Republican Party in Ocean County

## ARTICLE II

### *COUNTY COMMITTEE MEMBER REPRESENTATION*

#### **SECTION 1. REPRESENTATION BY ELECTION DISTRICTS**

The Ocean County Republican Committee shall consist of two members, one male and one female, elected for each election district in the County, pursuant to the provision of Title 19 of New Jersey Statutes and these by-laws and constitution.

#### **SECTION 2. QUALIFICATION AND ELIGIBILITY**

- 2.1 No person shall be eligible for election to the Ocean County Republican Committee unless he or she shall be a registered Republican voter in the election district where he or she resides.
- 2.2 The members of the County Committee shall actually reside in the districts that they respectively represent.
- 2.3 The members of the County Committee shall at all times be a registered voter affiliated with the Republican Party and support the campaigns of Republican candidates in all local, county, state and national elections.

#### **SECTION 3. TERM OF OFFICE**

The members of the Ocean County Republican Committee shall take office on the first Saturday following their election, on which day the terms of all members of the County Committee theretofore elected shall terminate provided they are duly sworn at the next scheduled Committee meeting or convention. The term of office for the County Committee members shall be for four (4) years.

#### **SECTION 4. VACANCY**

- 4.1 When a member of the County Committee ceases to be a resident of the district from which elected, a vacancy on the County Committee shall exist. Members of the County Committee may resign their office to the committee of which they are a member, and upon acceptance thereof by the committee a vacancy shall exist. 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 term by the municipal committee of the municipality wherein the vacancy occurs.
- 4.2 The 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 notarized 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 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.

- 4.3 The official list of the County Committee members and of the municipal committee chairs maintained by the county clerk shall be deemed to be a government record and only those County Committee members 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.

#### **SECTION 5. REMOVAL FOR CAUSE**

If a member violates these by-laws, a municipal committee may conduct a hearing to determine if removal for cause is appropriate. If after a vote whereupon a two-thirds majority of the whole municipal committee by way of resolution has found cause for removal, said municipal committee shall notify County Committee within ten (10) days therein that they seek removal of a member for cause. The affected member can request a hearing by the County Committee to determine if removal for cause is appropriate. Written notice of the proposed removal shall be given to the member to be removed by personal delivery or certified mail to the last known address of the member. If the member objects to said removal, the affected member shall have the right to request a hearing by County Committee. Said hearing request shall be sent by certified mail to County Committee. A hearing shall then be scheduled no later than forty five (45) days but no earlier than fifteen (15) days after said notice is received by County Committee. Any member may be removed from County Committee if after a hearing for removal for cause a resolution is adopted by a two-thirds (2/3) majority vote of the whole County Committee that the member has violated these by-laws and removal is appropriate. If removal is deemed appropriate a vacancy shall exist. If the member who is being removed fails to request a hearing within such time frame, the resolution of the municipal committee shall be deemed approved and a vacancy shall exist.

## ARTICLE III

### *MEETINGS AND MEMBERS OF THE COMMITTEE*

#### **SECTION 1. REORGANIZATION MEETING**

The reorganization meeting of each County Committee shall be held on the first Tuesday following the primary election whereupon County Committee members are elected, except that when such meeting day falls on a legal holiday, then the said meeting shall be held on the day following, and when such meeting day falls on the day of a municipal runoff election within the county then said meeting may be held on the day following, at an hour and place to be designated in a notice in writing to be mailed by the Chairperson of the outgoing County Committee to each member and member-elect, at which meeting the members of such committee shall elect some suitable person as chairperson and vice-chairperson of the opposite sex of the chairperson who shall be a resident of such county to hold office for a term of four (4) years or until a successor is elected. The chairperson of the outgoing County Committee shall transmit, with the notice of the annual meeting, a copy of the constitution and by-laws to any newly-elected committee member which may be provided by notifying those County Committee members about the availability of the by-laws on the committee's web site. The chairperson and vice-chairperson shall perform all duties required by law and the constitution and by-laws of such committee.

#### **SECTION 2. REGULAR MEETINGS**

There shall be regular meetings of the Ocean County Republican County Committee.

#### **SECTION 3. PRESIDING OFFICERS OF MEETINGS OF MEMBERS**

- 3.1 The Chairperson shall preside over all meetings.
- 3.2 In the absence of the Chairperson, the Vice Chairperson shall be vested with the authority of the Chairperson.

#### **SECTION 4. QUORUM**

One-third (1/3) of the County Committee shall constitute a quorum for the transaction of business at any meeting.

#### **SECTION 5. PLACE OF MEETINGS**

The Chairperson may designate a place within Ocean County as the place for any annual meeting or for any regular meeting of the Members.

#### **SECTION 6. NOTICE OF MEETINGS**

Unless otherwise designated in these by-laws, notice of the place, day and time of every meeting is to be made known through written notice to each individual committee member mailed via regular mail by the County Chairperson or his/her designee. Such notice shall state the purpose of the meeting.

**SECTION 7. SPECIAL MEETING TO FILL AN UNEXPIRED TERM**

In the event the County Committee must convene a special meeting under Title 19 to fill the unexpired term of a Republican office holder, the 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 County Committee, floor demonstrations, signs, and other items related to politicking.

## ARTICLE IV

### *OFFICERS AND DIRECTORS*

#### **SECTION 1. ELECTION OF OFFICERS**

The annual reorganization meeting of the Ocean County Republican Committee shall be held as per Article III, Section 1 of these by-laws at which time the members shall elect the following officers:

- A. Chairperson;
- B. Vice Chairperson (of opposite sex of Chairperson);

#### **SECTION 2. VACANCY OF OFFICERS**

- 2.1 In the event of a vacancy in the office of the Chairperson, the Vice Chairperson shall convene a meeting of the County Committee within sixty (60) days of the occurrence of the vacancy, at which time the Committee shall fill the vacancy for the unexpired term.
- 2.2 In the event of a vacancy occurring in any other office, the Chairperson shall designate a successor within thirty (30) days of the creation of the vacancy to fill the unexpired term.

#### **SECTION 3. APPOINTMENT OF EXECUTIVE DIRECTOR**

- 3.1 The Chairperson may appoint an Executive Director, who shall serve at the pleasure of the Chairperson. The position of Executive Director shall be a salaried position. Such salary shall be commensurate with the individual's skill and experience. The Executive Director shall:
  - A. Be responsible for reviewing and sending correspondence at the direction of the Chairperson;
  - B. Notify the entire Committee of meetings and events;
  - C. Maintain a directory of all Committee members including their home and work addresses, phone numbers and e-mail addresses;
  - D. Assist the Chairperson in anyway necessary for the benefit of the Republican Party.
- 3.2 The Chairperson has the authority to establish such additional positions that may be necessary to carry out the Committee's goals and responsibilities.

#### **SECTION 4. ELECTION OF BOARD OF DIRECTORS**

The Committee shall have a Board of Directors consisting of the thirty three (33) municipal committee chairpersons, commonly known as the municipal leader. The Board of Directors shall also include the Officers of the Committee (i.e. the Chairperson, Vice-Chairperson).

## ARTICLE V

### *GENERAL DUTIES AND RESPONSIBILITIES OF OFFICERS*

#### **SECTION 1. GENERAL DUTIES OF THE CHAIRPERSON**

The Chairperson shall:

- A. Preside at all meetings of the County Committee and meetings of the Board of Directors;
- B. Enforce all rules of the County Committee;
- C. Have the power to create any committee deemed necessary or desirable to promote any activity or purpose of the Republican Party of Ocean County;
- D. Designate Chairpersons and appoint members of all Committees and serve as an ex-officio member of all committees;
- E. Perform all duties required by law and by these By-Laws;
- F. Call meetings of the County Committee as he deems necessary, or upon the written request of thirty-five percent (35%) or more of the members.

#### **SECTION 2. GENERAL DUTIES OF THE VICE-CHAIRPERSON**

The Vice-Chairperson shall, in the absence of the Chairperson or in the event of his inability to serve, 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. This person shall also serve ex-officio on all committees.



## **ARTICLE VI**

### ***BOARD OF DIRECTORS MEETINGS***

#### **SECTION 1. REGULAR MEETINGS**

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 two (2) times per year.

#### **SECTION 2. PLACE OF MEETINGS**

The Chairperson shall designate the place within the State of New Jersey for said meetings.

#### **SECTION 3. VOTING RIGHTS**

- 3.1** Each Director shall be entitled to one (1) vote on each matter submitted to a vote of the Board of Directors.
- 3.2** No vote by proxy by any person shall be allowed.
- 3.3** The Chairperson and Officers of the Committee shall be entitled to vote on all matters.

#### **SECTION 4. VOTES REQUIRED**

- 4.1** Whenever any action is to be taken by vote of the Directors, it shall be authorized by a majority of the votes cast at a meeting of the Board of Directors in which a quorum is present, unless a greater plurality is required by these by-laws and/or the laws of the State of New Jersey.
- 4.2** Sixty percent (60%) of the members shall constitute a quorum for any meeting of the Board of Directors.

**ARTICLE VII**

***COMMITTEES***

**SECTION 1. COMMITTEES**

The Chairperson shall appoint such committees, as the Chairperson deems necessary to further the goals of the County Committee, in consultation with the Board of Directors

**SECTION 2. APPOINTMENT OF COMMITTEE MEMBERS**

At least three (3) members of any committee established herein shall be appointed by the Chairperson from among the members of the County Committee unless otherwise required by these by-laws. All other members of said Committee and its chairperson may be appointed from among County Republicans at large.

**SECTION 3. ADVISORY COMMITTEE MEMBERS**

There shall be created an Advisory Committee (“Leaders”) which shall consist of all elected Ocean County Republican office holders, whether serving in County, State or Federal office; the State Committeeman and State Committeewoman; the Republican Municipal Leader or Leaders of each municipality as designated by the respective Municipal Committee; and the President of each duly-constituted Republican Club.

## ARTICLE VIII

### *MUNICIPAL COMMITTEE MEMBER REPRESENTATION*

#### **SECTION 1. REPRESENTATION**

The members of the municipal committees of political parties shall consist of the elected members of the County Committee resident in the respective municipalities.

#### **SECTION 2. TERM OF OFFICE**

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 3. MEETINGS**

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 4. ELECTION OF CHAIRPERSON**

The members of each committee shall elect some suitable person who shall be a resident of such municipality as chairperson. The chairperson shall preside at all meetings of the committee, and shall perform all duties required of him by law and the constitution and by-laws of such committee.

#### **SECTION 5. MUNICIPAL COMMITTEE BY-LAWS**

The municipal committee shall have power to adopt a constitution and by-laws for its proper government.

#### **SECTION 6. VACANCY**

When a member of a municipal committee ceases to be a resident of the district or unit from which elected, a vacancy on the 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 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.

## **ARTICLE IX**

### ***AMENDMENT OF BY-LAWS***

#### **SECTION 1. AMENDMENT OF BY-LAWS**

These By-Laws may be amended at any meeting of the County Committee by a vote of two-thirds (2/3) of those present and voting provided that written notice of any proposed amendment shall have been sent to each member no less than seven (7) days prior to the meeting at which the proposed amendment is to be voted upon.

**ARTICLE X**

***ADOPTION***

**SECTION 1. ADOPTION AND REVIEW OF BY-LAWS**

- 1.1** These By-Laws shall take effect immediately upon adoption.
- 2.1** The By-Laws shall be reviewed on an annual basis and shall conform with all existing New Jersey State Statutes.

## ARTICLE XI

### *CONSTITUTION AND BY-LAWS PROVIDED TO COUNTY COMMITTEE*

#### **SECTION 1. REQUEST FOR COPY OF CONSTITUTION AND BY-LAWS**

- 1.1** Any person elected or appointed to membership on the County Committee pursuant to R.S.19:5-2 may request, in writing and by certified mail to the county Chairperson, such constitution or by-laws currently in effect. The committee member requesting the constitution or by-laws shall receive the constitution or by-laws within 48 hours of the receipt of the request by the Chairperson. The Chairperson shall preside at all meetings of the committee and shall perform all duties required by law and the constitution and by-laws of such committee.
  
- 1.2** The Chairperson of the outgoing County Committee shall provide a copy of the constitution and by-laws to any committee member appointed pursuant to R.S.19:5-2 to fill a vacancy within three (3) business days of the committee member's selection.

#### **SECTION 2. POSTING OF CONSTITUTION AND BY-LAWS ON INTERNET.**

The constitution and by-laws of the County Committee shall be posted and displayed on its Internet website, if the committee has a website. A County Committee shall provide a copy of its constitution and by-laws to the county board of elections of the county, and the constitution and by-laws shall be posted and displayed on the county board's Internet website, if the county board has a website.

## **ARTICLE XII**

### ***LIABILITY, INDEMNIFICATION AND INSURANCE***

#### **SECTION 1. NO PERSONAL LIABILITY**

The members of the Committee shall not be personally liable for the debts, liabilities or obligations of the Committee.

#### **SECTION 2. INDEMNIFICATION**

The Committee may indemnify a director, officer, employee, member or agent of the Committee against reasonable costs, disbursements, counsel fees and liabilities in connection with any proceeding involving such director, officer, employee, member or agent of the Committee because of that person's present or former capacity as a director, officer, employee, member or agent of the Committee. Such person, however, shall not be indemnified where the action or proceeding is based upon or arises out of his or her own intentional misconduct in the performance of his or her duties.

#### **SECTION 3. INSURANCE**

The Committee shall have the power to purchase and maintain insurance on behalf of any director, officer, employee, member or agent of the Committee against reasonable costs, disbursements, counsel fees and liabilities asserted by reason of such person's present or former capacity as a director, officer, employee, member or agent of the Corporation, whether or not the Committee would have the power to indemnify that person under these by-laws.

**ARTICLE XIII**

***PARTIAL INVALIDITY***

**SECTION 1. INVALIDITY OR UNENFORCEABILITY**

This Constitution and By-laws shall be governed and construed under the Laws of the State of New Jersey. The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of any other provision.