



Final Draft

Bylaws of
The Indiana County Republican Executive Committee
also known as
The Indiana County Republican Committee

Article I: Name of the Organization

The name of this organization shall be "The Indiana County Republican Executive Committee". It is also known as "The Indiana County Republican Committee" (the "Committee"). It was organized as an unincorporated registered political action committee and operates under the applicable provisions of 25 P.S. §2601 *et. seq.*, the Pennsylvania Election Code ("Election Code") and other applicable laws.

Article II: Purpose and Objectives

This Committee shall have the power to do all things, which may be done by a county political committee pursuant to the Election Code and other applicable laws, including, but not limited to, the following purposes:

1. Serve as the governing body of the Republican Party in Indiana County;
2. The support of qualified Republican persons to elected public office in the County, the Commonwealth and Nation;
3. Foster loyalty to the Republican Party;
4. Promote an informed electorate through political education;
5. Increase the registration of Republican voters in the County;
6. Seek qualified Republicans to become candidates for local, county, state and federal offices; and
7. Promote and support the nomination or election of all Republican candidates (including retention candidates) and endorsed ballot questions in General elections. Members of the Committee shall have the right, personally and individually to support the candidates of their choice at a primary election.

Article III: Membership

Section 1. Elected Committee Members; Qualifications. The membership of the Committee shall consist of two persons elected at a Primary from each election district (as defined in the Election Code) in the County, each of whom shall be a resident and qualified registered Republican voter of the election district on the first date allowed by statute to circulate a nominating petition for said position (the "Committee Member"). Committee Members must obtain ten (10) signatures from qualified Republican voters of their election district to file a nomination or receive the same amount of qualified write-in votes at the Primary Election.

Section 2. Terms and Primary. Beginning with the primary election in 2014, Committee Members shall be elected for a four (4) year term at the Primary in Gubernatorial Election years, and as further described in the Election Code, by the Republican electors of the election districts in which they reside.

Section 3. Committee Member Vacancies.

A. Immediate Vacancy. An immediate vacancy in the position of Committee Member in a district shall be deemed upon the occurrence of any of the following events:

- 1) One or both Committee Members from an election district is not elected to that office in the applicable Primary;
- 2) Death of an incumbent Committee Member;
- 3) Resignation of a Committee Member by delivering to the Chair a written statement signed by the Committee Member to that effect;
- 4) Removal of a Committee Member as set forth below in Article VIII;
- 5) Ceasing to be resident of Indiana county, or the election district for which such Committee Member shall have been elected or appointed; or
- 6) Ceasing to be a registered Republican of Indiana County during the applicable term of the Committee Member's office.

B. Filling Committee Member Vacancies; Replacement Committee Member. In the event that such a vacancy occurs, for any reason, the Chairperson may appoint a person to fill the vacancy (the "Replacement Committee Member"). This appointment shall be done in consultation with the other officers of the Committee prior to being presented to the Committee. The appointment shall be announced at the next regular meeting at which a quorum is present. If there are no objections, the Replacement Committee Member shall be considered approved by the Committee.

Should any Committee Member object to an appointment for any reason. After discussion, the Chair will entertain a motion to deny membership to the individual in question. If such a motion is made and seconded, upon the affirmative vote of seventy-five percent (75%) of the

Committee Members present in person or by proxy and entitled to vote thereon, membership would be denied to the proposed Replacement Committee Member.

The Replacement Committee Member shall be a resident and registered Republican voter of the election district for which he or she is selected as of the date prior to the day of his or her selection. The Replacement Committee Member shall fill the unexpired portion of the term of the Committee Member being replaced. A Replacement Committee Member appointed by the Chairperson and approved by the Committee pursuant to this section shall be considered a Committee Member for all intents and purposes, and shall have all rights and responsibilities of a Committee Member. Notwithstanding the foregoing, no vacancies shall be filled by a Replacement Committee Member between the date of the Primary Election where Committee Members are elected and the date on which the Committee's Organizational Meeting takes place. The intent and purpose of this paragraph is to assure that only elected Committee Members shall have the privilege of voting for the officers at the Committee's Organizational Meeting.

Section 4. Duties. The duties of Committee Members shall include, but not be limited to, the following:

1. Organizing an effective local political organization for the Republican Party in their respective election district;
2. Recruiting volunteer workers;
3. Conducting voter registration activities;
4. Recruiting and supporting good candidates for public office as Republicans, including election officials;
5. Effectively and completely covering polling places on all election days; and
6. Supporting all Republican candidates for election.

Section 5. Automatic Committee Positions. The following shall be considered Committee Members in all respects including, without limitation, voting rights and purposes of obtaining a quorum:

1. All Republicans who hold the following public offices in Indiana County: County Commissioner, Treasurer, Prothonotary and Clerk of Courts, Register & Recorder, District Attorney, Sherriff, Coroner, Auditor and Jury Commissioner;
2. All Republican Members of the Pennsylvania General Assembly or United States House of Representatives whose election district is fully or partially situated in Indiana County;

3. The Republican State Committee Members from Indiana County; and
4. The Chair, Vice-Chair, Secretary and Treasurer of the Committee

No person shall have more than one vote on issues that come before the Committee, nor shall any individual count as more than one person in determining if a quorum is present unless that person holds a valid proxy for another committee member.

Article IV: ORGANIZATIONAL MEETINGS; ELECTION OF OFFICERS; DUTIES; SUCCESSION

Section 1. Organizational Meeting. There shall be an organizational meeting of the Committee no later than sixty (60) days immediately following the Primary in which the Committee Members are elected (the "Organizational Meeting"). The Committee Chair whose term is expiring shall give notice of such Organizational Meeting for the purpose of electing officers. It shall be the responsibility of the outgoing Chair to open the Organizational meeting, and the first order of business shall be the election of the Chair. Thereafter, the new Chair shall preside for the rest of the Organizational Meeting, and the agenda shall include, but is not limited to, the election of a Vice-Chair, Secretary and Treasurer and any other business which may appropriately come before the Committee.

In the event that the outgoing Chair is a candidate for another term as Chair, the outgoing Chair, with the consent of two of three of the then existing Officers, shall appoint an individual, who need not be a Committee Member but shall be a registered Republican voter of Indiana County, to preside over the meeting with all powers of the Chair until the completion of the election of the Chair, at which time the newly elected Chair shall preside over the remainder of the Organizational Meeting.

The officers of the Committee shall be elected for a term of four (4) years and until the proper election of his or her successor, commencing on the date of the Organizational Meeting at which they are elected. At the conclusion of each applicable term, such officer positions shall be filled by election at the next applicable Organizational Meeting. The officers of the Committee need not be Committee Members, but they must be registered and qualified Republican electors of Indiana County on the date they are elected as officers and throughout their entire term of office. There are no limits on the number of terms an Officer may serve.

Section 2. Duties of Officers. The duties of officers shall be as follows:

A. Chair. The Chair shall be the chief executive officer of the Republican Party of the County and its designated spokesperson at all levels of Republican Party affairs. He/she shall preside at all meetings of the Committee; appoint all committees; be an ex-officio member of all committees and perform all duties as shall be imposed upon the Chair by applicable state and

federal laws. The Chair shall be responsible for organizing and executing finance, registration and campaign activities for the Republican Party within the County.

B. Vice-Chair. The Vice-Chair shall perform such duties as shall be assigned by the Chair and otherwise assist the Chair in the performance of his or her duties.

C. Secretary. The Secretary shall be responsible to maintain an up-to-date roll of the Committee Members, the Officers and the members of all committees created hereunder to include mailing addresses, email addresses and telephone numbers. The Secretary shall ensure that correct minutes are kept of all proceedings of the Committee and shall perform such duties as shall be assigned by the Chair.

D. Treasurer. The Treasurer shall receive and deposit all moneys paid or contributed to the Committee. The Treasurer shall pay for all expenses of the Committee, but only as authorized by the Chair. The Treasurer shall file all campaign finance reports and other reports as required by law.

Section 3. Officer Vacancies.

A. Chair. In the event the Chair is unable to serve in the position of Chair for any reason, the office shall be assumed by the Vice-Chair on a temporary basis pending either the availability of the Chair or, if there is a permanent vacancy, including without limitation the occurrence of circumstances set forth in Article III, Section 3. A., hereof, then by the filling of the office by the Committee as provided herein. In the event of a vacancy, the full Committee shall fill such vacancy at a meeting called for that purpose within thirty (30) days of the vacancy occurring.

B. Other Officers. In the event of a vacancy in the office of Vice-Chair, Secretary or Treasurer, the Chair shall appoint a temporary replacement until the vacancy is filled for such officer's unexpired term by the Committee at a meeting called for that purpose within thirty (30) days of such temporary appointment.

Article V: COMMITTEES

Section 1. Standing Committees. The standing committees (all of whose members shall be appointed by the Chair and need not be Committee Members) shall be:

A. Campaign Committee. To act in an advisory capacity to the Chair. They shall confer with the Chair during a campaign to provide advisement on all matters concerning the conduct of the campaign.

B. Finance Committee. To solicit and raise funds for the Committee, and pay over the same to the Treasurer in accordance with applicable campaign finance laws.

Section 2. Other Committees. The Chair may establish and appoint such other committees as he or she may from time to time, determine are necessary in the furtherance of the activities of the Committee.

Section 3. Chair Ex-Officio Member. The Chair shall be considered a non-voting ex-officio member of all committees appointed under this Article V, hereof.

Article VI: MEETINGS

Section 1. Regular Meetings. In addition to the Organizational Meeting there shall be at least one (1) regular meeting of the Committee in each calendar year. The Chair shall select the date of such meetings.

Section 2. Special Meetings. The Chair may call such other meetings as he or she may deem desirable and in a manner consistent with these Bylaws. Upon the written request of at least fifty percent (50%) plus one (1) of the Committee Members and delivered to the Chair and Vice-Chair, the Chair shall call, schedule and notice such a meeting to occur within twenty (20) days of the date on which the Chair received such written request. The written request shall state the purpose of the meeting, and the Chair or Vice-chair shall set forth the purpose for which the meeting is being called.

Article VII: CONDUCT OF MEETINGS

Section 1. Quorum. A quorum at any meeting of the Committee shall consist of at least fifteen (15) members. Should a regular meeting of the Committee not have a quorum present, at the option of the members present, the meeting can continue with the actions taken at the meeting subject to ratification by approval of the minutes at the next regular meeting where a quorum is present. If attendance at the beginning of a duly organized meeting meets the quorum requirements herein, the meeting can continue to conduct business until adjournment notwithstanding the subsequent withdrawal of enough Committee Members to leave less than a quorum.

Section 2. Majority Vote. Except as otherwise specifically provided in these Bylaws, whenever any action is taken by vote of the Committee Members at a duly organized meeting, it shall be authorized upon receiving the affirmative vote of fifty percent (50%) plus one (1) of the votes cast by all Committee Members who are present and entitled to vote thereon in person or by proxy. In the event of a tie vote taken pursuant to any part of these Bylaws, the Chair shall cast the tie breaking vote.

Section 3. Attendance in Person or by Proxy Required. Attendance in person or by proxy at meetings shall be required for the purposes of establishing a quorum and voting. Participation by any other means (e.g., telephone, other electronic means or proxy) shall not be permitted.

Section 4. Contested Officer Elections. All elections for Officer positions for which there is a contest shall be by secret ballot. In the event there is but one nomination for any officer position, the secret ballot may be dispensed with by a voice vote of the Committee Members present and eligible to vote. All nominations, including a required second, shall be from the floor by Committee Members only.

Section 5. Presiding Officer. The presiding officer at all meetings shall be the Chair, and in the absence of the Chair, the Vice-Chair, Secretary or Treasurer, in that order, shall preside. If none of the said officers are present or if they are unwilling to preside, the Committee Members present by a vote of fifty percent (50%) plus one (1) of those present, shall name the presiding officer *pro tempore* for that meeting.

Section 6. Order of Business. The order of business of all Committee meetings shall be determined by the Presiding Officer for that meeting.

Section 7. Meeting Notices. Notice of all meetings shall be given to the Committee Members at least seven (7) days before the date of such meeting as follows:

A. Whenever any notice of a meeting is given pursuant to these Bylaws, the notice shall specify the time and location within the County of the meeting, and the general nature of the business to be transacted at such meeting.

B. The notice shall be given to the person either personally or by sending a copy thereof either (i) by first class or express mail, having all charges pre-paid, to such Committee Member's postal address supplied for that purpose; (ii) by facsimile transmission to a fax number supplied for that purpose; or (iii) by e-mail to an email address supplied for that purpose. Notice pursuant to clause (i) in the preceding sentence shall be deemed to have been given when deposited in the United States mail, and notice pursuant to clauses (ii) and (iii) in the preceding sentence shall be deemed to have been given when sent.

C. Whenever these Bylaws require that notice be given, any Committee Member may waive delivery of said notice by submitting to the Secretary before the time stated in the notice for the commencement of the meeting a waiver thereof in writing and signed by the person entitled to notice. Attendance by a person at any meeting shall constitute a waiver of the notice of the meeting to that person unless they attend for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 8. Open Meetings. All meetings of the Committee shall be open to any registered elector of the Republican Party residing in Indiana County, Pennsylvania. Notwithstanding the

foregoing, the Committee may vote to remove from the meeting any or all individuals present who are not Committee Members. Non-Committee Members do not have a right to speak at a meeting unless granted that privilege by the Committee.

Section 9. Proxies. Although it is the policy of the Committee to encourage attendance by the committee Members at all meetings in person, any Committee Member shall have the right to appoint a registered Republican voter residing in the County as his/her proxy at any meeting of the Committee. Proxies must be in properly signed and witnessed and shall be in the form attached as Exhibit "A." hereto. Only one (1) proxy may be presented and voted by any proxy holder.

Section 10. Resolutions. Any Committee Member may propose a resolution for adoption by the Committee. The resolution must be signed, dated and submitted to the Chair at least twenty (20) days before the start of the Committee meeting at which the Committee shall vote on the resolution. The Chair shall provide to the Committee a copy of the resolution for review with the notice of the meeting at which the Committee shall consider the resolution. The intention of this section is to provide the Committee time to review and consider the resolution prior to voting on the same.

Article VIII: REMOVAL OF AN OFFICER, COMMITTEE MEMBER

Section 1. Removal for Cause. Any Committee Member or any officer may be removed from such office by a vote of at least seventy-five percent (75%) of the Committee Members at a meeting duly called under these Bylaws, for that purpose. The removal may be for cause, including, but not limited to:

- A. Contributing to, supporting or working for a candidate for nomination or the nominee or candidate of any political party other than the Republican Party (except that an attorney's representation of a client, who is a candidate for nomination or the nominee or candidate of a political party, in the course of his or her practice is not a violation of this provision); or
- B. Affiliation with or registration as a member of a political party other than the Republican Party; or
- C. Publicly advocating the defeat of or discouraging any voter from voting for the Republican nominated candidate for any office.

The foregoing provisions shall not apply to cross-filed candidates who appear in a Democratic ballot position but who are registered Republicans.

Section 2. Procedure. Whenever any Committee Member or officer is accused, in writing and signed by at least five (5) Committee Members of any of the activities outlined in Section 1 of this Article or any other conduct warranting removal from office for cause, upon referral by the

Chair (or the Vice-Chair in the case where the accused party is the Chair), a hearing shall be convened and held by a committee of five (5) Committee Members appointed by the Chair (or the Vice-Chair in the case where the accused party is the Chair) for that purpose (the "Hearing Committee") as follows:

A. The hearing shall be called by the Chair (or the Vice-Chair in the case where the accused party is the Chair). A formal complaint shall be presented to the Hearing Committee, which shall conduct a hearing and decide by majority vote whether or not the facts have been verified and what action is recommended. The complaint shall set forth in particular the reasons for the proposed removal.

B. The Committee Member or officer cited with removal shall be served with the complaint, which shall set forth the reasons for the removal, at least ten (10) days prior to the hearing date at which the complaint shall be heard.

C. The Chair (or the Vice-Chair in the case where the accused party is the Chair) shall preside over the hearing by the Hearing Committee. All members of the Hearing Committee must be present in person and remain throughout for a quorum of the Hearing Committee to exist. The Chair (or the Vice-Chair in the case where the accused party is the Chair) may consult with the Committee's Solicitor (or in the absence of such Solicitor, with the General Counsel of the Republican State Committee) regarding any procedures and shall conduct a fair and impartial hearing. The Chair (or the Vice-Chair in the case where the accused party is the Chair) may participate in deliberations after the hearing is concluded, but will not have a vote. The decision of the Hearing Committee (requiring a simple majority vote of the Hearing Committee Members) shall be final, unless the accused wishes to appeal to the full Committee.

D. All Hearing Committee proceedings shall be conducted in such a fashion as to preserve the confidentiality of the proceedings to the extent reasonably possible. The complaining Committee Member or Members and the accused Committee Member or officer may present such evidence or call such witnesses as may support his or her position. Strict rules of evidence will not be applied. The accused party waives their right to confidentiality should they elect to appeal to the full Committee.

E. If the accused party elects to appeal to the full Committee, the Chair (or the Vice-Chair in the case where the accused party is the Chair) shall call a special meeting for the appeal. The Hearing Committee will present the facts discovered during the original hearing and explain the thought process use to arrive at their finding. The complaining Committee Member or Members and the accused Committee Member or officer may be present to observe the proceedings and vote; however, they may not present additional facts, witnesses or arguments. A simple majority vote of the Committee Members present and eligible to vote will determine the outcome of the appeal.

Section 3. Removal for Balance of Term of Office. Removal shall be valid through the end of the term of office of any affected Committee Member or officer.

Article IX: ENDORSEMENTS

(Reserved)

Article X: VACANCIES

Section 1. Vacancy in a County-wide Office. If a vacancy shall occur in a county-wide office held by a Republican, it is the Committee's responsibility to recommend a candidate to fill the remaining term of that office holder. The Chair shall notify the media of the vacancy and in that notification solicit interested parties to make themselves known via a written letter to the Chair. The Chair shall convene a special meeting of the Committee for the purpose of filling the vacancy. The meeting will be subject to the quorum rules herein. The Chair will announce the names of any applicants interested in filling the vacancy. The vacancy shall be filled by secret ballot vote of fifty percent (50%) plus one (1) of the Committee members present at such meeting. If there are more than two (2) interested parties and none get the required majority in the first ballot, the party with the lowest number of votes will be dropped and the Committee will vote again. This process will be repeated until a nominee gets the required majority. Should the final vote between two nominees result in a tie, the Chair will determine a process to resolve the tie. It is the Chair's duty to notify the assigned Judge of the Committee's decision.

Section 2. Vacancy on the Ballot for a County-wide Office. If, after a primary, a vacancy shall occur on the Republican ballot for a county-wide office, the Chair shall follow the same procedure outlined in Article X, Section 1. except that instead of notifying the Judge it shall be the duty of the Chair and Secretary to file the necessary certificates with the Secretary of the Commonwealth or the County Board of Elections to ensure the presence of the nominee's name on the ballot.

Section 3. Vacancy on the Ballot for a Non-County-wide Office. If, after a primary, a vacancy shall occur on the Republican ballot for an office to be filled by the voters of one or more election district(s), but less than the whole County, the Committee Members of the affected election district(s) shall meet and fill the vacancy pursuant to the procedure outlined in Article X, Section 1. The Committee Members from the election district(s) involved are responsible for informing the Chair, and that the substitute nomination is properly certified to the County's election officials. Should, in the sole discretion of the Chair, the Committee Members from the election district(s) involved fail to complete the dictates of this section in a timely fashion, the Chair shall fill the vacancy by appointment and subject to the advice and consent from two of the three other officers.

Section 4. Vacancy on the Ballot affecting Multiple Counties. If, after a primary, a vacancy shall occur on the Republican ballot for an office to be filled by the voters of part of the County and all or part of one or more additional counties, that vacancy on the ballot shall be filled as

provided for in the Rules and Bylaws of the Republican State Committee. The Chair shall appoint the conferees to attend the conference at which a substitute nominee will be chosen.

Article XI: AMMENDMENTS

Any amendments to these Bylaws shall be adopted by no less than seventy percent (70%) of the Committee Members present in person or by proxy at a meeting, duly called, for that purpose.

Article XII: PARLIAMENTARY AUTHORITY

The Rules of the Republican Party of the Commonwealth of Pennsylvania shall be the parliamentary authority in all cases not covered by these Bylaws. Matters not addressed in these or the Rules of the Republican Party of the Commonwealth of Pennsylvania shall be controlled by the latest revision of "Robert's Rules of Order Newly Revised".

Any rule or rules may be temporarily suspended at or during any meeting by the affirmative vote of seventy-five percent (75%) of the Committee Members present in person or by proxy and voting at such meeting for which a quorum existed.

Article XIII: EFFECTIVE DATE AND REPEAL OF EXISTING RULES

These Rules shall go into effect immediately upon their adoption. All Rules and Regulations heretofore regulating or governing the Committee are hereby repealed.

Article XIV: RULES OF CONSTRUCTION

If any term or provision of these Bylaws shall be held to be invalid or unenforceable, it shall not affect the validity or enforceability of any other term or provision of these Bylaws.

Adopted this 26 day of July, 2012.

The Indiana County Republican Executive Committee



Sandi Gillette, Secretary



Jesse D. Daniel, Chairman

Exhibit A
Proxy From and Certification

I, the undersigned, a member of the Indiana County Republican Committee (the "Committee"), hereby make, constitute and appoint _____ **[NAME MUST BE FILLED IN PRIOR TO SIGNATURE BY ALL SIGNATORIES BELOW]** ("Proxy Holder") as my true and lawful proxy with full power of substitution and revocation, for me and in my name, place and stead, to attend and represent me at the meeting to be held on the _____ day of _____, 20____, and thereat to vote upon all matters, and take part in the transaction of any business that may come before the said meeting as fully and with the like effect as I could if personally present voting, hereby ratifying and confirming all that my proxy may do or cause to be done in the premises. In order to insure the integrity of proxy voting, the undersigned Committee Member and the above-named Proxy Holder do hereby certify that: (1) the name of the Proxy Holder was filled in prior to the signing hereof below by Proxy Holder, Committee Member and Witness; and (2) the undersigned Committee Member and the above-named Proxy Holder are both residents of the County.

The undersigned Committee Member and the above-named Proxy Holder do hereby acknowledge that if the forgoing certification shall not be true, the penalty can be, upon written notice from the Committee, forfeiture of their Committee Member's position on the Committee and removal there from in accordance with the Committee Bylaws.

Dated: _____, 20____.

Committee Member Signature: _____

Proxy Holder Signature: _____

Signed in the presence of: _____ [Print Name of Witness]

Print address and Phone number of Witness:

Phone No. _____

Witness Signature: _____