

**BY-LAWS OF THE  
MERCER COUNTY REPUBLICAN COMMITTEE**

**Adopted August 17, 2000**

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**BY-LAWS OF THE  
MERCER COUNTY REPUBLICAN COMMITTEE**

**RULE 1: The County Committee**

**Section A - Membership, Number, and Qualifications:** The County Committee shall consist of one man and one woman from each election district (voting precinct) in Mercer County. Each member of the County Committee shall be a registered Republican elector of the election district that he or she serves.

**Section B - Election and Term of Office:** Members of the County Committee shall be elected by the registered Republican electors of their respective election districts at the general primary election to serve a four-year term of office.

**Section C - Committeepersons elected by write in:** Shall be contacted by mail, telephone or electronically, by the County Chairperson or the Chairperson's designee, to verify whether the individual wants to accept the position. A failure to respond shall be deemed as a no and the individual shall not be recognized or seated as a Committeeperson.

**Section D - Duties:** Members of the County Committee shall perform the following duties:

1. Keep the County Chairperson fully advised of the political conditions and requirements of his or her respective election district.
2. Maintain and be responsible for the enrollment of Republican voter registration within his or her respective election district.
3. Be responsible for securing and encouraging candidates to fill available local elective offices.
4. Help advance the election campaigns of all Republican candidates for office through direct contact with all voters in his or her election district.
5. Promote the best interests of the Republican Party at all times.

**Section E - Vacancies:** In the event of a vacancy in any County Committee position, the County Chairperson shall appoint a qualified person to fill the unexpired term of office. No appointed member of the County Committee may vote in the election of that County Chairperson who appointed him or her within thirty (30) days prior to the election of that County Chairperson.

**RULE 2: The County Chairperson**

**Section A - Qualifications:** The County Chairperson shall be a registered Republican elector of Mercer County.

**Section B - Election and Term of Office:** The County Chairperson shall be elected to a four-year term of office by the County Committee at its Organizational Meeting.

**Section C - Duties:** Unless otherwise specified in these By-Laws, the County Chairperson shall be an ex-officio voting member of all committees of the County Committee, and shall perform the following duties.

2. Appoint all officers and members of permanent committees and any special committees he or she deems necessary after giving due consideration to proper representation of all sections of Mercer County and after having first obtained the approval of two-thirds (2/3) of the members of the Executive Committee.
3. Fill any vacancy that occurs in the County Committee.
4. Supervise all political campaigns in Mercer County with the assistance of the Executive Committee.
5. Conduct the affairs of the party in accordance with these By-Laws.

**SECTION D—Vacancy:** In the event of a vacancy in the office of County Chairperson, the Assistant County Chairperson shall assume the duties of the County Chairperson and serve the unexpired term of office. In the event of a vacancy in both the offices of County Chairperson and Assistant County Chairperson, the Secretary shall call a meeting of the County Committee for the purpose of the election of a new County Chairperson and the appointment of a new Assistant County Chairperson, to serve the unexpired terms of office. The election and appointment procedure shall be in the same manner as electing and appointing these offices in an Organizational Meeting.

**SECTION E—Removal from Office:** The County Chairperson may be removed without cause by the vote of two-thirds (2/3) of the County Committee, represented either in person or by proxy, at a meeting called for that purpose after notice in writing. Fifty one percent (51%) or more of the County Committee who desire to have such a meeting shall petition the County Chairperson to call a meeting. If within ten (10) days the County Chairperson fails to do so, fifty-one percent (51%) of the membership who have signed a written petition to the County Chairperson may call such a meeting, giving not less than ten (10) days nor more than thirty (30) days written notice thereof to all County Committee members, setting forth in the notice the purpose(s) for which the meeting is to be held.

### **RULE 3: The Assistant County Chairperson**

**Section A—Qualifications:** The Assistant County Chairperson shall be a registered Republican elector of Mercer County.

**Section B—Appointment, Confirmation, and Term:** With the advice and consent of the County Committee members present at a meeting duly called for the transaction of business, the County Chairperson shall appoint the Assistant County Chairperson to serve a term concurrent to that of the County Chairperson.

**Section C—Duties:** Unless otherwise specified in these By-Laws, the Assistant County Chairperson shall be an ex-officio non-voting member of all committees of the County Committee, and shall assist the County Chairperson at all times in the performance of his or her duties. In the absence of the County Chairperson, the Assistant County Chairperson shall act on his or her behalf, which shall include the right to vote on any matter.

**RULE 4: The County Vice-Chairpersons**

**Section A—Qualifications and Number:** There shall be four (4) County Vice-Chairpersons who shall be members of the County Committee and residents of the Region that he or she serves. One County Vice-Chairperson shall be elected from each of the following Regions of Mercer County:

**The Southeast Region**, consisting of the Mercer and Grove City Areas.

**The Shenango Valley Region**, consisting of the Farrell, Hermitage, Sharon, Sharpville, and West Middlesex Areas.

**The Northwest Region**, consisting of the Greenville, Jamestown and Reynolds Areas.

**The Northeast Region**, consisting of the Commodore Perry and Lakeview Areas.

As used herein, the term “Region” shall mean those portions of Mercer County designated as “Areas” for the selection of Area Chairpersons (see Section F of Rule 8).

**Section B—Election and Term of Office:** The County Vice-Chairpersons shall be elected by the County Committee members from their respective Regions at the same time designated for the election of the County Chairperson to serve a four-year term concurrent to that of the County Chairperson.

**Section C—Duties:** The County Vice-Chairpersons shall serve on the Executive Committee and shall advise, assist and cooperate with the County Chairperson and Assistant County Chairperson in all matters promoting the best interests of the Republican Party.

**RULE 5: The Treasurer**

**Section A—Qualifications:** The Treasurer shall be a registered Republican elector of Mercer County.

**Section B—Election and Term of Office:** The Treasurer shall be elected by the County Committee at the same time designated for the election of the County Chairperson to serve a four-year term concurrent to that of the County Chairperson.

**Section C—Duties:** The Treasurer shall serve on the Executive Committee and have charge of all funds of the County Committee. The Treasurer shall keep a complete and accurate record of all the finances of the County Committee and such records shall be open for inspection by the County Chairperson and the Auditing Committee at any time.

1. The Treasurer shall provide a written financial report to the County Chairperson Every quarter and present to the County Committee an annual financial report of the Preceding year on or before January 31 of each year.
2. All expenses, obligations, statements, or bills incurred by the County Committee, Executive Committee, their sub-committees, officers, representatives, or employees Shall be paid by check by the Treasurer after being approved by the County Chairperson or the Executive Committee as provided in these By-Laws. There shall

- be written a record kept by all persons for and on behalf of the County Committee, Executive Committee, their subcommittees, officers, representatives, or employees of all obligations incurred and of all obligations paid which shall be available for inspection by the County Chairperson and the Auditing Committee at any time.
3. All checks must be signed by any two (2) of the following officers: the County Chairperson, the Assistant County Chairperson, the Treasurer, or the Secretary.
  4. At the termination of his or her term of office the Treasurer shall make a written report to the County Chairperson and the Auditing Committee and shall turn over to his or her successor all monies, books, and other papers of the County Committee then in his or her possession. This report shall be made prior to the biennial election of officers by the then present Treasurer and shall be presented under “Unfinished Business” before the election of officers.

## **RULE 6: The Secretary**

**Section A—Qualifications:** The Secretary shall be a registered Republican elector of Mercer County.

**Section B—Election and Term of Office:** The Secretary shall be elected by the County Committee at the same time designated for the election of the County Chairperson to serve a four-year term concurrent to that of the County Chairperson.

**Section C—Duties:** The Secretary shall serve on the Executive Committee, shall attend all meetings of the County Committee, and shall record all minutes in a book kept for that purpose. In addition, the Secretary shall mail all meeting notices to members of the County Committee as may be required by these By-Laws, whether called by the County Chairperson or otherwise. At the completion of the Secretary’s term of office, all books, records, and other items shall be surrendered to the newly elected Secretary.

## **RULE 7: The Solicitor**

**Section A—Qualifications:** The Solicitor shall be a registered Republican elector of Mercer County and admitted to practice law before the Courts of Mercer County and the Supreme Court of Pennsylvania.

**Section B—Appointment, Term of Office and Removal:** With the advice and consent of the Executive Committee, the County Chairperson shall appoint and may remove the Solicitor.

**Section C—Duties:** The Solicitor shall advise the County Committee, its officers and its committees on all matters of a legal nature. The Solicitor shall be familiar with *Robert’s Rules of Order* and shall serve as parliamentarian at any meeting of the County Committee.

## **RULE 8—The Area Chairpersons**

**Section A—Number and Qualifications:** There shall be one Area Chairperson from each of the twelve (12) Areas hereinafter designated, who shall be a registered Republican elector of the County Committee from his or her respective Area.

**Section B—Election and Term of Office:** The Area Chairpersons shall be elected to serve a term concurrent to that of the County Chairperson by those County Committee members from their respective Areas at the same time designated for the election of the County Chairperson.

**Section C—Duties of Area Chairperson:** Each Area Chairperson shall serve on the Executive Committee and shall serve as liaison (1) between the members of the County Committee in his or her area and (2) between his or her Area and the County Chairperson and the Executive Committee. Each Area Chairperson shall keep the members of the County Committee in his or her area fully informed of Republican Party activities and interests, and shall inform the County Chairperson and Executive Committee of concerns, problems, and opinions from the members of the County Committee in his or her area. Each Area Chairperson shall also serve in an administrative capacity in carrying on such functions as Republican voter registration, finance and conduct of primary elections, municipal elections, and general elections in his or her area.

**Section D—Meetings:** The Area Chairpersons shall hold a minimum of two (2) meetings each year of the members of the County Committee of their area.

**Section E—Area By-Laws:** Each Area may, but need not, adopt local By-Laws for the organization and management of their own Area, but the local By-Laws shall not in any way conflict with the By-Laws of the County Committee nor shall the County Chairperson or County Committee be responsible for the enforcement of local Area By-Laws.

**Section F—Designation of Areas:** The following boroughs, cities, and townships of Mercer County shall be included in the following twelve (12) Areas:

**Commodore Perry Area** comprised of the Townships of Deer Creek, Otter Creek, Perry, Salem, and Sandy Creek, and the Borough of Sheakleyville;

**Farrell Area** comprised of the City of Farrell and the Borough of Wheatland;

**Greenville Area** comprised of the Townships of Hempfield and Sugar Grove and the Borough of Greenville;

**Grove City Area** comprised of the Townships of Liberty, Pine, Springfield, and Wolf Creek, and the Borough of Grove City;

**Hermitage Area** comprised of the City of Hermitage;

**Jamestown Area** comprised of the Townships of Greene and the Borough of Jamestown;

**Lakeview Area** comprised of the Townships of Fairview, French Creek, Jackson, Lake, Mill Creek, New Vernon, Sandy Lake, and Worth and the Boroughs of Jackson Center, New Lebanon, Sandy Lake and Stoneboro;

**Mercer Area** comprised of the Townships of Coolspring, East Lackawannock, Findley, Jefferson and the Borough of Mercer;

**Reynolds Area** comprised of the Townships of Delaware, Pymatuning, and West Salem and the Borough of Fredonia;

**Sharon Area** comprised of the City of Sharon;

**Sharpsville Area** comprised of the Township of South Pymatuning and the Boroughs of Clark and Sharpsville;

**West Middlesex Area** comprised of the Townships of Lackawannock, Shenango, Wilmington, and the Borough of West Middlesex.

## **RULE 9: The Executive Committee**

**Section A—Membership:** The Executive Committee shall consist of the following individuals, all of whom shall be voting members, unless otherwise specified herein:

1. The County Chairperson, Assistant County Chairperson, County Vice-Chairpersons, Treasurer, Secretary, Area Chairpersons, and members of the State Committee from Mercer County;
2. The presidents (or his or her designated representative) of the Mercer County Council of Republican Women, the Young Republicans Organization of Mercer County, and any other county-wide Republican organization recognized by the County Committee;
3. The chairperson of the Board of Trustees of the Mercer County Republican Committee, or his or her designated representative;
4. All county, state, or federal Republican elected officials, or his or her designated representative, who shall serve as non-voting members.

**Section B—Meetings:** The Executive Committee shall meet a minimum of six (6) times a year at the call of and at a time and place designated by the County Chairperson.

**Section C—Duties:** The Executive Committee shall:

1. Assist the County Chairperson and act as an advisory committee for the purpose of furthering the aims of the Republican Party in Mercer County.
2. Approve proposed appointed officers or committee members and authorize the payment of bills approved by the County Chairperson, provided that in the event the County Chairperson fails or refuses to approve any bill of the County Committee, the Executive Committee may, by a two-thirds (2/3) vote, authorize payment.
3. Such other duties and responsibilities as may be set forth in these By-Laws.



## **RULE 10: The Board of Trustees**

**Section A—Purpose:** The Board of Trustees shall be an autonomous standing committee of the County Committee and shall own, operate, and manage property for the benefit of the County Committee and to preserve the historical heritage of the Bingham House. With the Approval of the County Committee, the Trustees may purchase, sell, encumber, or mortgage any of its property.

**Section B—Qualifications, Membership, and Appointment:** The Board of Trustees shall consist of the County Chairperson, the Treasurer, the President of the Mercer County Council of Republican Women, and six (6) duly registered Republican electors of Mercer County, known as at-large Trustees, to be appointed by the Executive Committee to serve a term of six (6) years each, one (1) Trustee being appointed each year.

**Section C—Annual Meetings, Organization, and Officers:** In August of every year, the County Chairperson shall call for an annual meeting of the Board of Trustees for the purpose of organization at which time the Trustees shall elect, from the at-large Trustees, a chairperson, vice-chairperson, secretary and treasurer.

**Section D—Special Meetings:** The Board of Trustees shall hold a special meeting upon the written request of its chairperson or within a reasonable time following the written request of at least five (5) members of the Executive Committee or four (4) members of the Board of Trustees.

**Section E—Organization:** The Board of Trustees may adopt By-Laws for the organization and management of their Board, but the Board's By-Laws shall not conflict with the By-Laws of the County Committee; nor shall the County Chairperson be responsible for enforcement of Board's By-Laws.

**Section F—Soliciting Funds:** The Board of Trustees shall have the authority to solicit funds in the name of the Board of Trustees and then pay the same over to the treasurer of the Board of Trustees. No solicitation of funds shall be in the name of the County Committee.

**Section G—Prohibition Against Political Activities:** No funds, income, receipts, contributions, or other assets, whether in cash or in kind, received by or belonging to the Board of Trustees shall be used, directly or indirectly, to assist any nominee or candidate for political office, or any political committee, or used for the purpose of influencing the outcome of any election which use would constitute an "expenditure" under the Campaign Expense Reporting Laws of the Commonwealth of Pennsylvania. Upon dissolution, no assets shall be distributed to the members of the Board of Trustees, but shall be distributed for exempt purposes within the meaning of the Internal Revenue Code.

**Section H—Financial Records:** The funds of the Board of Trustees shall not be commingled with the funds of the County Committee. All financial records shall be available for inspection by the Chairperson of the Board of Trustees, the County Chairperson, and the Auditing Committee.

## **RULE 11: Permanent Committees**

### **Section A—Finance Committee:**

1. The Finance Committee shall have the permission, consent, and authority to solicit funds in the name of the County Committee and then pay the same over to the Treasurer of the County Committee.
2. The Finance Committee shall be comprised of the County Chairperson, Assistant County Chairperson, Treasurer, and not more than six (6) other registered Republican electors of Mercer County.

### **Section B—Auditing Committee:**

1. The County Committee shall elect three (3) of its members at the time the County Chairperson is elected and for a concurrent two-year term to serve upon an Auditing Committee. The person receiving the most votes will be designated chairperson.
2. The Auditing Committee shall meet during the first quarter of each calendar year to audit the records of the Treasurer and the Board of Trustees, and shall give a yearly report to the County Committee of its findings. The Auditing Committee may meet at any other times during the year at the call of the County Chairperson.
3. The Auditing Committee may, if deemed necessary in the opinion of the majority of its members, hire a public accountant to assist in the audit, the cost of which shall be paid by the County Committee.

### **Section C—Credentials Committee:**

1. Except as hereinafter provided, the Credentials Committee shall consist of three (3) members of the County Committee selected by the County Chairperson for terms to be determined by the County Chairperson or for services at a particular meeting.
2. At any meeting called for the election of a County Chairperson, each candidate announcing his intentions to the then County Chairperson, in writing at least twenty-four (24) hours prior to the opening of the meeting, shall have the right to name a member to the Credentials Committee at that meeting. The Credentials Committee in such event shall consist of persons named by each candidate and one additional member appointed by the County Chairperson, if required to make the total membership of the Credentials Committee an odd number.
3. The Credentials Committee shall determine the validity of all credentials of those claiming membership on the County Committee and of all proxies and the right of the person attempting to exercise the proxy.

5. Any member of the Credentials Committee, before the receipt of nominations or transaction of business of the County Committee, shall submit an oral or written report to the County Committee concerning any of the activities or occurrences of the qualifications of the credentials of the members of the County Committee. Such member shall be permitted to demand a vote of the County Committee upon the qualification of any one or more members of the County Committee before the receipt of nominations or transaction of business. Any decisions of the Credentials Committee may be reversed by a majority vote of a quorum of the members of the County Committee attending that meeting, provided that the member whose credentials are in question shall not be entitled to vote.

#### **Section D—Tellers Committee**

1. The Tellers Committee shall consist of three (3) members of the County Committee appointed by the County Chairperson for terms to be determined by the County Chairperson or for services at a particular meeting.
2. The Tellers Committee shall tabulate the votes cast in all contested decisions for which their services are required.
3. At a meeting called for the election of the County Chairperson, each candidate announcing his or her intentions to the County Chairperson in writing twenty-four (24) hours prior to the opening of the meeting shall have the right to name a person of his or her choosing who is a member of the County Committee to act as a teller at that meeting. The Tellers Committee, in such event, shall consist of persons named by the candidates. If, however, there are an even number of Tellers, the County Chairperson shall name as an additional Teller a member of the County Committee, in order to have an odd number on the Tellers Committee.
4. Any member of the Tellers Committee, after the counting of the votes, may submit an oral or written report, in person, to the County Committee while the meeting of the County Committee is in session, concerning the conduct of the tabulation of the voting of any other discrepancy, or any misconduct on the part of the Tellers during the counting of the vote and shall be permitted to demand a vote of the County Committee to decide whether or not there shall be a recount of the votes cast for any particular office.

#### **RULE 12: Organizational Meetings**

**Section A:** The Organizational Meeting of the County Committee shall be held at the call of the County Chairperson by written notice to all members of the County Committee. The Organizational Meeting shall be held not less than ten (10) days nor more than sixty (60) days following confirmation of the election of the members of the County Committee Members by the Mercer County Board of Elections following the general primary election. The written notice shall be mailed not less than ten (10) days before the date set for the meeting.

**Section B:** All Organizational Meetings shall be conducted by a temporary chairperson appointed by the County Chairperson. The temporary chairperson shall be a Republican elector of Mercer County and shall not be a candidate for the office of County Chairperson.

**Section C:** The order and procedure of business at an Organizational Meeting of the County Committee shall be as follows:

- \* Prayer
- \* Pledge of Allegiance to the Flag
- \* Roll Call
- \* Secretary's Report
- \* Credentials Committee Report
- \* Treasurer's Report
- \* Auditing Committee Report
- \* Nominations for the Office of County Chairperson. There may be a nominating and seconding speech for each nominee, not exceeding five (5) minutes in length each. Only members of the County Committee may make nomination speeches.
- \* Election of the County Chairperson. The election of the County Chairperson shall be by secret written ballot unless there is only one nominee, in which event the temporary chairperson shall instruct the Secretary to cast a unanimous ballot for the nominee.
- \* Tellers Committee reports the results of any contested election for the office of County Chairperson.
- \* Nomination/Appointment and Election/Ratification of Other Officers. The newly elected County Chairman may make an acceptance speech of not more than five (5) minutes, and shall then present to the members of the County Committee a slate of officers of his or her choosing for the offices of Assistant County Chairperson, County Vice-Chairpersons, Treasurer, Secretary, and Auditing Committee.
- \* Nominations for all positions, except Assistant County Chairperson, shall then be made and seconded from the floor. For those offices for which there are two or more nominees, election shall be made by either secret ballot, voice vote, or counting of hands at the discretion of the presiding officer unless there is only one candidate for each office, in which event the temporary chairperson shall instruct the Secretary to cast a unanimous ballot for the nominees.
- \* Tellers Committee reports the results of any contested elections.
- \* The newly ratified Assistant County Chairperson and elected Vice-Chairpersons may make acceptance speeches of not more than five (5) minutes each.
- \* The newly elected County Chairperson shall then assume the duties of his or her office and preside in the same manner as a General Meeting, including entertaining any unfinished or new business and general discussion.
- \* Benediction
- \* Adjournment of the Organizational Meeting and convening of Area caucuses to elect Area Chairpersons.

### **RULE 13: General Meetings**

**Section A:** The County Committee shall have a regular meeting at least once every year at the call of the County Chairperson, and shall have a special meeting at the call of the County Chairperson.

**Section B:** Written notices of time, place, and general purpose(s) of all County Committee meetings shall be given to each committee member not less than ten (10) days before the date set for the meeting. Written notice of all postponements, but not adjournments, must also be given each committee member not more than ten (10) days nor less than three (3) days prior to the date set for the postponed meeting. Either written notification or electronic communication in the form of verified e-mail or fax shall be deemed acceptable as a written notice. Meetings called for the purpose of hearing speakers, rallies, and social activities shall not be subject to the above written notice requirements, but no business of any nature shall be transacted at that meeting.

**Section C:** If in the event a majority of the members of the County Committee desire to have a meeting of the County Committee, they may petition the County Chairperson to do so. If within ten (10) days the County Chairperson fails to do so, a majority of the members of the County Committee may call such a meeting by giving not less than ten (10) days written notice thereof to the Secretary who shall thereupon notify all members of the County Committee.

**Section D:** Each member of the County Committee shall have one vote, however the County Chairperson shall be entitled to vote only in the event of a tie vote.

### **RULE 14: Order of Business at General Meetings**

**Section A:** The order of business at a regular or special meeting of the County Committee shall be as follows:

- \* Prayer
- \* Pledge of Allegiance to the Flag
- \* Roll Call
- \* Introduction of Republican Elected Officials and Guests
- \* Secretary's Report
- \* Treasurer's Report
- \* Committee Reports
- \* Unfinished Business
- \* New Business
- \* General Discussion
- \* Benediction
- \* Adjournment

**Section B:** In the event of the absence of the County Chairperson at any meeting of the County Committee, the Assistant County Chairperson shall preside, or, in his or her absence one of the Vice-Chairpersons shall preside.

## **RULE 15: Quorum to do Business**

**Section A:** Neither the County Committee, nor any committee thereof, shall be permitted to conduct any business unless a quorum is present at all times. A quorum of the County Committee, or any committees therefore, shall consist of a majority of its membership in person or by proxy, and a majority of the quorum shall have the power to decide all questions and transact all business that may arise.

**Section B:** If, after one call of the County Committee or any committee thereof, a quorum cannot be obtained, two-thirds (2/3) of the voting membership of the committee present at the second call shall constitute a quorum for the transaction of all business that may arise.

**Section C:** Any elected County Committee member who has two consecutive unexcused absences from Committee meetings shall retain their Committee membership but shall not count against the number needed to make a quorum. Once said committee person attends a Committee meeting they shall again count for quorum. After two such periods of unexcused absences or six consecutive unexcused absences the County Chairperson may, with the approval of the Executive Committee, remove such Committeeperson from office and fill the vacancy according to Rule 1, Second D.

## **RULE 16: Proxies**

**Section A:** Any member of the County Committee, or any committee thereof, who is unable to attend any meeting thereof, shall have the power to substitute by proxy any Republican elector to act on his or her behalf at the meeting, provided however that any proxy to be used at the County Committee meeting may only be used by a Republican elector residing in the same election district as the absent member of the County Committee. The proxy shall be written, dated and signed by the absent Committee member, specify the meeting date, and shall be witnessed by any adult person other than the bearer of the proxy.

## **RULE 17: Parliamentary Proceedings**

**Section A:** *Robert's Rules of Order* shall be the official rule book for all proceedings of the County Committee, and committees thereof, except to the extent inconsistent with these By-Laws. The Solicitor shall be responsible for the selection the edition of *Robert's Rules of Order* to be used, shall be familiar with this edition, and shall act as parliamentarian during all meetings. In his or her absence, the chairperson of that committee may appoint a substitute for any particular meeting. All rulings of the Solicitor or his or her substitute shall reversed or modified by a majority of the quorum of the committee present at any meeting.

## **RULE 18: Limitation of Personal Liability of Officers, Indemnification of Officers and Other Authorized Representatives**

**Section A—Limitations of Personal Liability of Officers:** An officer of the County Committee, or any committee thereof, shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

1. The officer has breached or failed to perform the duties of his or her office as defined in Section B below; and
2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to (a) the responsibility of liability of any officer pursuant to any criminal statute; (b) the liability of an officer for the payment of taxes

Pursuant to local, state, or federal law; © the liability of an officer for failure to properly file campaign expenditures reports.

**Section B—Standard of Care and Justifiable Reliance:** An officer of the County Committee or any committee thereof, shall stand in a fiduciary relationship to the County Committee, and shall perform his or her duties as an officer, including his or her duties as a member of any committee of the County Committee upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the County Committee, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances, in performing his or her duties, an officer shall be entitled to rely in good faith on information, options, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

1. One or more officers or employees of the County Committee whom the officer reasonably believes to be reliable and competent in the matters presented.
2. Counsel, public accountants or other persons as to matters that the officer reasonably believes to be within the professional or expert competence of such person;
3. A committee of the County Committee upon which he or she does not serve, duly designated in accordance with these By-Laws, as to matters within its designated authority, which committee the officer reasonably believes to merit confidence.

An officer shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

In discharging duties of their respective positions, the committees of the County Committee and an individual officer may, in considering the best interests of the County Committee, consider the effects of any action upon employees, upon person with whom the County Committee has business and other relations, and upon communities which the offices or other establishments of or related to the County Committee are located and all other pertinent factors. The consideration of those factors shall not constitute a violation of this Section.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as an officer or any failure to take any action shall be presumed to be in the interests of the County Committee.

**Section C—Indemnification in Third Party Proceedings:** The County Committee shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the County Committee) by reason of the fact that he or she is or was a representative of the County Committee, or is or was serving at the request of the County Committee as a representative of another committee, joint venture, association or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the County Committee, and with respect to any criminal action or proceeding in judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself

itself create a presumption that the person did not act in good faith, and in a manner which he or she reasonably believed to be in, or not opposed to the best interests of the County Committee, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

**Section D—Indemnification in Derivative Actions:** The County Committee shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action or any suit by or in the right of the County Committee to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the County Committee, or is or was serving at the request of the County Committee as a representative of another committee, joint venture association, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the County Committee and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been judged to be liable for negligence or misconduct in the performance of his or her duty to the County Committee unless and only to the extent that the Court of Common Pleas of Mercer County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

**Section E—Mandatory Indemnification:** Notwithstanding any contrary provision of these By-Laws, to the extent that a representative of the County Committee has been successful on the merits or otherwise in defense of any action, suite or proceeding referred to in either Section C or Section D above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

**Section F—Determination of Entitlement to Indemnification:** Unless ordered by a court, any indemnification under Section C or Section D above shall be made by the County Committee only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

1. By the County Committee by a majority vote of a quorum consisting of members of the County Committee who were not parties to such action, suite or proceeding; or
2. If such a quorum is not obtainable, a majority vote of a quorum of the Executive Committee if supported by independent legal counsel in a written opinion.

**Section G—Advancing Expenses:** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the County Committee in advance of the final disposition of such action, suit, or proceeding as authorized by the County Committee in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the County Committee as authorized in Sections C through E above.



**Section H—Indemnification of Former Officers:** Each such indemnity may continue as to a person who has ceased to be an officer of the County Committee and may incur to the benefit of the heirs, executors, and administrators.

**Section I—Insurance:** The County Committee shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, employee or agent of the County Committee or is or was serving at the request of the County Committee as an officer, employee, or agent of another committee, joint venture, association or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the County Committee would otherwise have the power to indemnify such person against such liability.

**Section J—Reliance on Provision:** Each person who shall act as an authorized representative of the County Committee shall be deemed to be doing so in reliance upon the rights of indemnification provided in this rule.

**RULE 19: Grounds and Procedures for Removal of Committee Members or Officers**

**Section A—Lack of Qualifications and Standard of Conduct:** Whenever it appears that any member or officer of the County Committee (1) is not a registered Republican elector of Mercer County or of the election district he or she represents, (2) neglects or refuses to attend to the duties of his or her office, or (3) dishonors and disgraces the principles of good government and the Republican Party, the County Chairperson shall appoint a committee consisting of the Vice-Chairpersons and the Assistant County Chairperson. In the event a Vice-Chairperson or the Assistant County Chairperson is the subject of the charge, that person shall not serve on the committee.

**Section B—Duties of Committee and Chairpersons:** The committee shall notify the person so charged of the time and place of a hearing, and the person so charged shall have the right to appear and respond to the charges. If after investigation the committee finds the charges to be founded, the committee shall so report in writing to the County Chairperson, whereupon the County Chairperson shall immediately declare the office vacant.

**RULE 20: Filling a Vacancy on the Republican Ballot in an Elected Public Office.**

**Section A:** Any vacancy for any office on the Republican ballot, occurring after the nominations have been held, shall be filled by the members of the County Committee who represent the election district of that office. The names of all prospective Republican candidates for such office or offices shall be presented to the members of the County Committee of that election district at any regular or special meeting called for that purpose and the candidate or candidates receiving the majority of the votes of the members of the County Committee of that election district shall be declared the Republican nominee.

**Section B:** In the event that no members of the County Committee exist in the election district for which the vacancy on the Republican ticket has occurred, the Executive Committee shall have full authority to make such nominations.

**Section C:** In the event a vacancy occurs in any elective public office, the members of the County Committee of the election district of that office may recommend a nominee to the proper appointing authorities, the nominee being selected in accordance with the procedure set forth in this Rule.

**Section D:** Any nominee so selected shall meet all the requirements provided by statute for the holding of the office.

**Section E:** All nominees so selected shall be duly certified by the County Chairperson and Secretary to the proper governmental officials or appointing authorities as the Republican nominee for such office, having consideration for the requirements of the statute as to time when such certification must be made.

**RULE 21: Endorsement Procedures.**

**Section A:** The County Committee may, but shall not be required to, endorse a nominee, candidate or proposition that is to be voted upon by all or any of the electors of Mercer County.

**Section B:** The County Committee shall not endorse any person for public office who is not a duly registered Republican elector except upon a two-thirds (2/3) vote of the members of the County Committee.

**Section C:** The nominee, candidate, or proposition may be endorsed at any regular or special meeting of the County Committee, provided that advance written notice of the proposed endorsement has been given to each member of the County Committee with the call for the meeting.

**Section D:** The endorsement of any nominee or candidate for county-wide office shall be voted upon by the County Committee, however a nominee or candidate for any office of an election district or districts within Mercer County shall be voted upon only by the members of County Committee of the same election district or districts as that office.

**Section E:** All prospective Republican nominees or candidates for such office shall be given an opportunity to address the County Committee prior to the vote being taken. The candidate receiving the most number of votes at such meeting shall be the duly endorsed nominee or candidate of the County Committee.

**RULE 22: Amendment to the By-Laws.**

**Section A:** These By-Laws may be changed, modified, or replaced in their entirety by a majority of those present at any regular, or special meeting of the County Committee, provided that, in any call for that meeting, advance written notice shall be given to each member of any proposed change, modification or replacement to these By-Laws.

**AFFIDAVIT**

Commonwealth of Pennsylvania : ss.  
County of Mercer :

Virginia S. Richardson, being first duly sworn according to law, deposes and says that she is the Secretary of the Mercer County Republican Committee; that a meeting of the Mercer County Republican Committee was duly called and held in accordance with the By-Laws of the Mercer County Republican Committee on August 17, 2000 and June 24, 2010; that at those meetings, upon motion, duly seconded, the Mercer County Republican Committee unanimously adopted the foregoing By-Laws, repealing all former By-Laws of the Mercer County Republican Committee. Virginia S. Richardson further certifies that the duly enacted By-Laws of the Mercer County Republican Committee and this Affidavit is for the purpose of complying with Article VIII, Section 807 of the Pennsylvania Election Code, Act of June 3, 1937, P.L. 1333, as amended (25 P.S. Section 2837).

Sworn to and subscribed before me,  
this \_\_\_\_ day of August, 2010.

\_\_\_\_\_  
Virginia S. Richardson, Secretary  
Mercer County Republican Committee

\_\_\_\_\_  
Notary Public

**AFFIDAVIT**

Commonwealth of Pennsylvania : ss.  
County of Mercer :

Virginia S. Richardson, being first duly sworn according to law, deposes and says that she is the Chair of the Mercer County Republican Committee; that a meeting of the Mercer County Republican Committee was duly called and held in accordance with the By-Laws of the Mercer County Republican Committee on \_\_\_\_\_ and January 8, 2018; that at those meetings, upon motion, duly seconded, the Mercer County Republican Committee unanimously adopted the foregoing By-Laws, repealing all former By-Laws of the Mercer County Republican Committee. Virginia S. Richardson further certifies that the duly enacted By-Laws of the Mercer County Republican Committee and this Affidavit is for the purpose of complying with Article VIII, Section 807 of the Pennsylvania Election Code, Act of June 3, 1937, P.L. 1333, as amended (25 P.S. Section 2837).

Sworn to and subscribed before me,  
this \_\_\_\_ day of February, 2018

\_\_\_\_\_  
Virginia S. Richardson, Chair  
Mercer County Republican Committee

\_\_\_\_\_  
Notary Public