

**BYLAWS OF THE REPUBLICAN PARTY OF MEDINA  
COUNTY CENTRAL AND EXECUTIVE COMMITTEES**

Approved January 12, 2024

**ARTICLE I: NAME**

This organization shall be known as the Republican Party of Medina County (the “Party”). It shall comprise a Central Committee, which is the Party’s “controlling committee” in Medina County, for purposes of R.C. 3517.03, and an Executive Committee which, in accordance with R.C. 3517.03, “shall have the powers granted to it by the party controlling committee and provided to it by law.”

**ARTICLE II: AUTHORITY**

Section 1. Central Committee. The Central Committee shall have and exercise all powers conferred on it under Ohio law, as the Party’s “controlling committee” in Medina County, including without limitation all powers conferred under Ohio Revised Code Chapter 3517 and under these bylaws.

Section 2. Executive Committee. The Executive Committee shall be chosen and approved by the Central Committee and shall be charged with representing the Medina County Party pursuant to the authority vested in it by the Central Committee, by the laws of the State of Ohio, and by these bylaws.

**ARTICLE III: MISSION OF THE CENTRAL COMMITTEE AND EXECUTIVE COMMITTEE MEMBERS**

The Party is committed to promoting Republican ideals and principles, to developing and promoting both candidates for and holders of public office who aspire to those ideals and principles, to educating its members and the electorate about those ideals and principles, and to expanding the Republican presence in Medina County and the Party’s contribution to the benefit of all residents thereof. The Executive Committee with the approval by Central Committee may, in its discretion, adopt and revise a specific platform stating further the Party’s ideals, policies, and position on specific social, economic, and political issues.

**ARTICLE IV: CENTRAL COMMITTEE AND EXECUTIVE COMMITTEE MEMBER OBJECTIVES and EXPECTATIONS**

The objectives of the Party Central Committee and Executive Committee Officers and Members shall be to:

- a. Articulate and promote Republican policies;
- b. Recruit, mentor, elect and retain ethical, knowledgeable, conscientious Republican candidates and party leaders;
- c. Maintain, expand and actively participate with party activities and grassroots volunteer participation across Medina County;

- d. Serve as a political education resource and contact for the community;
- e. Committee Members shall Actively engage and advocate for Republican Candidates within Committee Member's ward/precinct
- f. Promote voter registration and active participation;
- g. Support and coordinate with Republican grassroots organizations that engage and motivate the electorate and;
- h. Cooperate and coordinate with the State and National Republican Party organizations.

## **ARTICLE V: MEMBERS AND TERMS**

Section 1. Central Committee. Members of the Central Committee shall be elected to a four (4) year term at the primary election in every presidential primary election year, in accordance with R.C. 3517.03. The term of all Central Committee members shall terminate in accordance with R.C. 3517.05, unless terminated earlier.

Section 2. Executive Committee. Members of the Executive Committee shall be elected at large to a four (4) year term by the Central Committee pursuant to Ohio Revised Code 3517.03. Such election shall occur pursuant to the order of business at the organizational meeting of the Central Committee required by R.C. 3517.04, which follows the election of the Central Committee members in every U.S. presidential primary election year. The term of all Executive Committee members shall terminate in accordance with R.C. 3517.05, unless terminated earlier.

Section 3. Executive Committee Size. The Central Committee shall have the authority to increase or decrease Executive Committee membership at any time, within the following parameters:

- a. Total Executive Committee membership during any four-year term shall not be greater than fifty (50) percent nor less than twenty-five (25) percent (in both cases, rounded to the nearest whole number) of the total number of Central Committee positions that are filled, as determined by the results at the primary election in every presidential primary election year. This total shall govern without adjustment until that number is changed by the results at the following presidential primary election;
- b. At least fifty percent (50%) of the Executive Committee's membership shall at all times also be members of the Central Committee;
- c. The number of elected officials on Executive Committee is limited to no more than forty-nine (49%) of the Executive Committee as a whole; and
- d. Except as provided otherwise in these bylaws, any reduction in Executive Committee membership imposed under this section shall be accomplished in a manner to be determined by a vote of the majority of the members of the Executive Committee.

Section 4. Membership Criteria. In addition to compliance with all membership requirements of Revised Code Chapter 3517, every member on the Central Committee and/or the Executive Committee must be a registered and active Republican voter in Medina County, must uphold the Mission and Objectives of the Party platform, and should participate in Party activities. Primary and general election voting history shall be considered in evaluating a member's being an active Republican voter. In addition to the foregoing, Executive Committee membership shall require each member:

- a. To pay annual Executive Committee dues of \$150.00, subject to the following:

(1) The failure to remit dues to the Executive Committee Treasurer by June 30 of each year shall, at a minimum, result in a suspension of the delinquent member's Executive Committee voting rights. The duration of that suspension, and any other consequences of the delinquency, if any, shall be determined by a majority vote of the Executive Committee;

(2) By the date of the Executive Committee's regularly scheduled July meeting, the Treasurer shall prepare and distribute to the Executive Committee, and to the Central Committee Officers, a list of Executive Committee members delinquent in the payment of their annual dues; and

b. To attend a minimum of sixty percent (60%) of the combined total number of all regularly scheduled and special Executive Committee meetings conducted per calendar year.

(1) If a member fails to attend 4 meetings in a calendar year and the reason for the absence is not otherwise excused, then the Committee Secretary shall inform the member via a letter or email of the rules for attendance and the consequence for failure to meet the attendance requirements.

(2) If at the conclusion of the calendar year, the member has failed to attend 60% of the meetings and the reason for the absences are not otherwise excused, then the member shall be removed from the executive committee.

(3) All requests for an absence to be considered "excused" shall be made by the member in writing prior to the meeting. The request shall be sent via email to the Executive Committee Chairman and the Committee Secretary. The granting of said request shall be within the sole discretion of the officer presiding over that meeting.

Section 5. Ex officio membership. Any past Chairman of either the Central Committee or Executive Committee, any State of Ohio Republican Party Central Committee member representing Medina County, and any Republican who is not also a member of the Executive Committee but who is an elected county official, an elected court official in any court district within the county, or a general election candidate for one of these positions, shall be an ex officio member of the Executive Committee, with no voting rights or obligation to pay dues, but with the right to participate. At his/her option, the current Central Committee Chairman shall also be an ex officio member of the Executive Committee.

Section 6. Resignations. Any member wishing to resign from the Central or Executive Committees shall submit a written resignation to the Chairman of the Executive Committee and of the Central Committee. The Executive Committee Chairman shall immediately give notice of same to the Executive Committee for action at that Committee's next regular meeting following receipt of the letter. Letters of resignation are effective as of the date the Executive Committee Chairman and the Central Committee Chairman receive same. Committee Secretaries shall promptly report all personnel changes as required under R.C. 3517.02.

## **ARTICLE VI -VACANCIES**

Section 1. Authority to Fill. Subject to the other provisions of these bylaws, and to controlling provisions in the Constitution of the State of Ohio and the Ohio Revised Code:

a. The Executive Committee has the initial responsibility to fill all vacant Central Committee and Executive Committee positions, which vacancies may arise by resignation, death, neglect of duty, removal, or other incapacity. The Executive Committee shall also function as a recommending body to the Governor, the State House of Representatives, or to the State Senate, if requested by such officials to recommend candidates for vacancies to be filled in accordance with Article IV, Section 13 of the Ohio Constitution, respecting vacancies in the County's Municipal Courts, in any division of the County Court of Common

Pleas, or in the Ninth District Court of Appeals, or in accordance with Article II, Section 11 of the Ohio Constitution, respecting vacancies in the Ohio Assembly.

b. The Executive Committee Chairman shall serve as one of the two Republican members of the Medina County Board of Elections, unless prohibited by law from serving due to holding an elected government position or unless the Executive Committee Chairman expressly declines to serve in a written statement submitted to the Secretary of the Executive Committee.

c. The Central Committee, or any subset of the Central Committee as authorized by law, shall have such powers to fill vacancies as are conferred on it under R.C. 305.02, respecting County offices, and under R.C. 3513.30 and 3513.31, respecting candidates for office.

Section 2. Procedure: Central and Executive Committee Vacancies. Vacant Central Committee and/or Executive Committee positions shall be filled in accordance with the following procedure:

a. Any current Executive Committee member or Central Committee Officer may propose candidates to fill a Central Committee or an Executive Committee vacancy by submitting their names and the an appropriate Candidate Data Forms to any Officer of the Executive Committee, with copies of same submitted to all Central Committee Officers.

b. Consent to be nominated to the Central Committee or to the Executive Committee carries with it the requirement that the appropriate Central Committee Candidate Data Form (Exhibit A) or Executive Committee Candidate Data Form (Exhibit B) be submitted, which requires proof of compliance with the criteria described.

c. The Executive Committee Officers and the Central Committee Chairman will jointly verify completion of all Candidate Data Forms, jointly interview the candidates, and jointly report to the full Executive Committee and to the candidate their recommendation to appoint or not to appoint the candidate, with an explanation of their vote and the basis for their recommendation.

d. The Executive Committee Chairman shall put the nomination on the meeting agenda of the Executive Committee for approval, with notice of the recommendation received, in accordance with the following procedure:

(1) Copies of the Committee Candidate Data Form will be distributed to all Executive Committee members and to all Central Committee Officers, with a copy of the Executive Committee meeting Agenda;

(2) Candidates will be permitted to make an uninterrupted 3-minute presentation to the full Executive Committee and to address questions from the body;

(3) Voting shall be by secret written ballot;

(4) Subject to Section 2(e) of this article below, appointment to the vacant Committee position shall be confirmed by a majority vote of the Executive Committee members present and voting on the question, provided that a quorum is present;

(5) This process shall be completed within forty-five (45) days from the date the Candidate Data Form is delivered under Section 2(a) above, and the Executive Committee Secretary shall give written notice of all final decisions to the Central Committee Officers within three (3) business days of the decision. A failure to act shall result in the candidate's not being appointed to fill the vacancy.

(6) The Executive Committee Secretary shall, within three (3) business days of the decision, give written notice to the candidate, and to all Central Committee Officers and members of any decision the Executive Committee makes under this Section, including a statement of the reasons therefore. In the case of a decision adverse to the candidate, such notice must include a clear explanation of the candidate's rights of appeal under Section 2(e) of this Article below, including without limitation contact information for the Chairs of the Central Committee and the Executive Committee to answer questions the candidate may have about commencing such appeal.

e. Appeal. The Central Committee may override any decision that is made under Section 2(d) above that is adverse to the candidate. The decision shall be deemed reversed, and the appointment in question confirmed, by a vote of two-thirds (2/3) of the requisite quorum as defined in ARTICLE VII, Section 3, of Central Committee members present and voting at a meeting called to consider the question, provided that such meeting commences within thirty (30) days from the date that the notice of the Executive Committee's final decision is received by all Central Committee Officers. If the meeting does not commence in this 30-day timeframe, the Executive Committee's decision stands.

f. Executive Committee Positions. Notwithstanding any other provision herein, no Executive Committee vacancy shall be deemed filled until the expiration of 7 business days after the date that the Executive Committee Secretary has notified all the Central Committee Officers of the identity of the person confirmed by the Executive Committee to fill such vacancy. If a majority of the Central Committee officers reject the person selected to fill the Executive Committee vacancy, they shall give notice of their decision during that 7-day time period, including the reasons for same, to the candidate, and to the Executive Committee Chairman or to any two or more other Executive Committee Officers. The candidate shall be deemed rejected and the process of filling the Executive Committee vacancy shall be repeated until a candidate acceptable to the Central Committee officers has been confirmed in accordance with this Article. The Central Committee officers are authorized to call an emergency meeting on 24-hours electronic or telephonic notice for this purpose. Any decision by the Central Committee officers under this Section that is adverse to the candidate may be appealed to the Central Committee pursuant to the appeal process stated in Section 3 above. In such cases, the notice required to be given by the Central Committee officers under this Section must include a clear explanation of the candidate's rights of appeal under Section 3 of this Article, including without limitation contact information for the Chairs of the Central Committee and the Executive Committee to answer questions the candidate may have about commencing such appeal.

g. If multiple candidates apply to fill a single Executive Committee or Central Committee vacancy or position, the voting procedure to select the appointee shall be governed by the rule stated in Section 3(d) below, but only insofar as that rule addresses successive round balloting, field elimination, and obtaining a majority decision. Such vote may be by other than a public vote at a public meeting to the extent permitted by law.

Section 3. Procedure: Vacancies in Public Offices and Candidacies. Vacancies arising in public offices and candidacies requiring either appointment or recommendations subject to this Article shall be filled in accordance with the following procedure:

a. In the event of a vacancy arising which requires an appointment or recommendation by the Executive Committee, and approved by the Central Committee. The Central Committee Secretary shall publish once, in a newspaper of general circulation and request it be posted by the publisher of the newspaper on the newspaper's internet web site, if the newspaper has one, an announcement of the vacancy, and of the date, time, and location of any meeting at which the vacancy will be filled or the recommendation determined. The meeting date shall be scheduled to comply with applicable statutory requirements,

but shall in no event, whenever possible, be fewer than ten (10) days after the date the announcement is first published.

b. Applications under this Section must be submitted to the Secretary of the Central Committee and only by applicants who are registered Republican electors, who otherwise qualify under applicable law to apply for and hold the office sought, and who reside in the County, or in the district within the County corresponding to the jurisdiction of the office sought. The announcement published under paragraph a. above shall provide the Secretary's email and physical address to which qualifying applicants may deliver all resumes and/or documents supporting their applications.

c. At its discretion, and subject to the approval of the Executive Committee and Central Committee Chairs, the Acting Committee may, but is not required to, (i) appoint an ad hoc screening committee interview applicants and report its recommendations to the Acting Committee, (ii) schedule and conduct private interviews with each individual candidate, or (iii) permit applicants to make presentations to the Acting Committee.

d. The Acting Committee shall make its determination at a public meeting conducted in accordance with Ohio law, including without limitation Ohio's Public Meetings Law. Voting shall terminate after the first ballot which produces an applicant who has received a majority of the vote of the required quorum as defined in Article VII, Section 3, present and voting. In the event the produced slate includes more than five applicants, only the applicants receiving the top five highest vote totals after the first ballot, tabulated on a plurality basis, shall proceed to the second ballot, provided that no applicant has received the required majority vote. Balloting shall thereafter proceed by round, with the elimination of the applicant receiving the lowest vote total in each round and shall continue only until one applicant receives the required majority vote.

e. As regards any Executive Committee recommendation of a candidate to fill a vacancy, which is made under Section 3 of Article VI of these Bylaws, the Executive Committee Secretary shall, within three (3) business days of the Executive Committee's decision, give written notice to all Central Committee Officers and members of any such decision, including a statement of the reasons therefor. Such notice must include a clear explanation of the Central Committee's right under Section 3(f) below to veto the recommendation.

f. Veto. To the extent permitted by law, the Central Committee may veto any Executive Committee recommendation of a candidate to fill a vacancy, which is made under Section 3 of Article VI of these Bylaws. The decision shall be deemed reversed, and the recommendation vacated, by a vote of two-thirds (2/3) of the requisite quorum of Central Committee members present and voting at a meeting called to consider the question, provided that such meeting concludes within fifteen (15) days from the date that the notice of the Executive Committee's final decision is received by all Central Committee Officers. If the meeting does not conclude in this 15-day timeframe, the Executive Committee's recommendation stands.

## **ARTICLE VII - MEETINGS AND VOTING**

### **Section 1. Meetings.**

a. The Central Committee shall meet as prescribed by law, but must conduct at least two meetings annually scheduled at the first of the year and prior to beginning of voting in the November election. The meetings shall be scheduled upon the call of its Chairman or the Vice-Chairman. The Central Committee may otherwise meet upon the call of its Chairman, upon the call of its Vice-Chairman, or upon the call of its Chairman at the request of the Chairman of the Executive Committee, or upon the call of twenty-five (25) members of the Central Committee.

b. The Executive Committee must conduct a minimum of six (6) regularly scheduled meetings annually to occur at a date, time and place determined by the Executive Committee. The Executive Committee may otherwise meet upon the call of the Executive Committee Chairman, or upon the call of its Chairman at the request of the Chairman of the Central Committee, or upon the call of three (3) Executive Committee members.

Section 2. Notice and Location. Written notice specifying the time, place, and purpose(s) of each meeting set or called, and signed by those setting or calling such meeting, shall be given to each affected Committee member at least five (5) days prior to the date of the meeting, unless otherwise specified by law. All meetings shall take place in Medina County at facilities furnishing reasonably sufficient seating and parking accommodations for attendees or by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.

a. All meeting notices are deemed properly given if sent by electronic mail to the then current email address appearing for a member in the records maintained by the affected Committee's Secretary. A member may, however, demand delivery of notices or other correspondence to that member by a means other than electronic mail, by giving advance written notice to the affected Committee's Secretary identifying the preferred contact method and information.

b. It shall be the sole responsibility of each member of each Committee to insure that the Secretary for that member's Committee(s) has in their possession that member's current contact information, including email and physical addresses, and telephone numbers.

c. No notice sent pursuant to the contact information last provided by any member to a Committee Secretary is defective on the basis that the contact information is no longer valid.

d. Notwithstanding the foregoing, nothing in these bylaws shall relieve any Secretary or other Party official from complying with statutory notice requirements.

e. Notwithstanding anything in these Bylaws to the contrary, the Central Committee shall follow all provisions of the Ohio Revised Code, as amended, and all Ohio Attorney General Opinions as they relate to open meeting requirements and when the Central Committee makes appointments to vacant public offices.

Section 3. Quorum. The majority of filled Central Committee members or one-third of the total precinct seats (Medina County has 117 Precincts) whichever is less, shall constitute a quorum for a meeting called, provided that one attendee is the Central Committee Chairman or Vice Chairman. A majority of the Executive Committee members in good standing at the time of the called meeting shall constitute a quorum, provided that one attendee is the Chairman, First Vice Chairman, or Second Vice Chairman. Unless expressly provided otherwise, a quorum as defined is required to conduct business. Notwithstanding the foregoing, a Committee may elect a chairman pro tem to satisfy the foregoing quorum requirement if the Committee Chairs or Vice Chairs are for any reason absent, subject to the following:

a. A chair pro tem may be elected only if proper notice of the meeting has otherwise been given, including to all absent Chairs and/or Vice Chairs, and only if a lawful numerical quorum, is otherwise present.

b. The election of a chair pro tem shall be valid only respecting the meeting during which that election occurs, and a chair pro tem may serve only until a Committee Chair or Vice Chair is again present.

c. The minutes of any meeting chaired by a chair pro tem must contain proof of compliance with this section.

Section 4. Voting. A majority vote is one adopted by more than fifty percent (50%) of the quorum present and voting on an issue as defined in Article VII, Section 3. Unless specified otherwise in these bylaws, or in applicable rules of parliamentary procedure, a majority vote of a quorum shall determine an issue presented. No member of any committee shall have more than one vote, and no voting by proxy shall be allowed.

#### **ARTICLE VIII - OFFICERS**

Section 1. Officers. The Central Committee officers are Chairman, Vice-Chairman, Treasurer, Secretary, and such other officers as the Central Committee establishes. R.C. 3517.04. The Executive Committee officers are Chairman, First Vice Chairman, Second Vice Chairman, Secretary, and Treasurer. No elected official may hold the position of Chairman of the Republican Party of Medina County. The offices of Treasurer and Secretary on each Committee may be held by a single person. A single person shall serve as Treasurer for both the Executive Committee and the Central Committee. Once elected to that Central Committee office, that person shall be referred to as the Party Treasurer and shall not require separate election to the corresponding Executive Committee office. A single person may serve as Secretary for both Committees. Any Treasurer or Secretary holding such office for both Committees shall by that fact be deemed a voting member of both Committees.

Section 2. Election and Term. Central Committee Officers shall be nominated and elected by Central Committee members to a four (4) year term at the organizational meeting, in accordance with R.C. 3517.04. Executive Committee Officers shall be nominated and elected to a four (4) year term by the Executive Committee at its first meeting following the Central Committee's organizational meeting under R.C. 3517.04 in each presidential primary election year. Unless terminated earlier for any reason, all officers' terms expire on the date of the next R.C. 3517.04 Central Committee organizational meeting, in accordance with R.C. 3517.05. Subject to Section 1 provisions affecting the election of the Party Treasurer, all officer elections shall be by secret written ballot.

Section 3. Termination of Office. If any officer of either Committee is determined by that Committee to be unwilling or to have unreasonably failed to perform the duties of the office, for any reason whatsoever, or has been unable for any reason to perform those duties for a continuous period of at least ninety (90) days, such office may be declared vacant by a two-thirds vote of the other members of that Committee who are present and voting at the next meeting of that Committee, and a special election shall be held in accordance with these Bylaws to fill the unexpired portion of the term of the office so vacated.

#### **ARTICLE IX - DUTIES OF OFFICERS**

Section 1. Officers. The officers of the Central Committee and the Executive Committee shall perform the duties prescribed by Ohio law, by these bylaws, and by the parliamentary authority adopted herein. It is the duty of each officer to support the Mission and Objectives of the Party.

Section 2. Chairman and Vice Chairman. With respect to each Committee, the Chairman thereof shall:

- a. Preside at all meetings;
- b. Make all initial appointments to all standing and special committees;
- c. Serve as an ex officio member, without vote, of all committees;
- d. Act as a Public Information Officer of the Party, consistent with Article XII Section 6 of these bylaws;
- e. Perform other duties as required.
- f. The First Vice Chairman and the Second Vice Chairman shall, respectively, perform these same duties in the absence of one or both more senior Chairmen, and shall perform such other duties as required by the



Chairman of their Committee. A chair pro tem duly elected pursuant to Art. VII Section 3 of these bylaws shall have only the power to preside at the meeting at which he/she is elected.

Section 3. Secretary. With respect to each Committee, the Secretary thereof shall:

- a. Record the proceedings of all meetings of the Committee;
- b. Issue calls for meetings at least five (5) days prior to the meeting date by causing the required written notice for the to be given;
- c. Maintain current membership and meeting attendance records;
- d. Share jointly with the other Committee's Secretary the responsibility to assemble and submit to the Medina County Board of Elections, the Ohio Republican Party, and the Ohio Secretary of State, etc., such documents and notifications as are required, including without limitation the filing of original and amended constitutions, bylaws, and officer and membership rolls pursuant to R.C. 3517.02;
- e. Preserve all records and documents of value to the Party and to their respective Committees; and
- f. Perform such other duties as may be reasonably requested by their respective Committee Chairman.

Section 4. Treasurer. The Party Treasurer shall have the following responsibilities:

- a. Be responsible for all monies of the Party;
- b. Sign all checks issued against Party accounts;
- c. Present written reports for each account at each regular meeting as defined in
- d. Prepare and submit such financial reports as may be required under Ohio law, or by the Medina County Board of Elections, the Ohio Republican Party, and the Ohio Secretary of State;
- e. Perform such other duties as may be reasonably requested by the Chairman of either the Executive or Central Committees; and
- f. Submit required records to the State of Ohio Auditor for annual review and cooperate with the Auditor's review.

## **ARTICLE X - COMMITTEES**

Section 1. All committee appointments shall be by agreement between the Chairman of the Executive Committee and the Chairman of the Central Committee. No appointment is valid without the express written consent of both Chairmen, documentation of which shall be made a record of the Party, and the recording of a Chair's consent in the minutes of any duly convened Executive or Central Committee meetings shall satisfy this requirement. Any deadlock between the Chairmen regarding a particular committee appointment shall be resolved by a majority vote of the Executive Committee.

- a. The chairman of any standing or special committee of the Executive Committee shall be an Executive Committee member, and the chairman of any standing or special committee of the Central Committee shall be a Central Committee member. No other members of such standing or special committees need be members of either Committee.

b. All standing and special committee chairmen shall report their committee's activities to the Executive Committee as directed by the Chairmen of either the Central Committee or of the Executive Committee, and in no event less frequently than once quarterly.

c. Unless terminated earlier for any reason, the term of every standing committee member is two (2) years.

Section 2. The Standing Committees of the Party shall be Budget, Candidate Development/Liaison, Fund Raising/Activities, Audit, and Media/Public Relations and the business roundtable.

Section 3. The Budget Committee shall at a minimum consist of the Officers of both the Executive Committee and the Central Committee and a chairman elected by the Budget Committee. The Budget Committee shall:

a. Prepare and maintain an annual budget for each account for consideration at the regularly scheduled December meeting of the Executive Committee unless a short year budget is required by the Chairman;

b. Submit said budget to the Executive Committee Chairman and to the Central Committee Chairman at least ten (10) days prior to the Executive Committee's December meeting unless a short year budget is required by the chair.

c. Monitor and report the comparison of budget versus actual income and expenses of the Party on a monthly basis;

d. Review and submit all proposed amendments to the budget for the current fiscal year when appropriate;

e. Assist other committee chairmen in the preparation of event and activity budgets; and

f. Perform other such duties as may be reasonably required by the Budget Committee Chairman or by the Chairmen of either the Central or the Executive Committees.

Section 4. The Candidate Development/Liaison Committee shall at a minimum consist of a chairman and at least one member. The Candidate Development/Liaison Committee shall:

a. Identify, recruit and mentor potential Republican candidates;

b. Serve as the candidate's campaign liaison between Republican Candidates for public office and the Party;

c. Assist in coordinating campaign activities for all candidates;

d. Provide resources to the candidates in accordance with these bylaws and subject to the Party's adopted budget;

e. Assist individual candidates with overall campaign strategy; and

f. Perform other such duties as may be reasonably required by the Candidate Development/Liaison Committee Chairman or by the Chairmen of either the Central or the Executive Committees.

g. Establish and oversee the "Young Republicans of Medina County Organization" and assist in the establishment of officers and oversight.

Section 5. The Fund Raising/Events Committee shall at a minimum consist of a chairman and at least one member. The Fund Raising/Events Committee shall:

- a. Solicit funds to support the Budget of the Republican Party of Medina County;
- b. Develop fund raising events and activities as deemed appropriate to meet the budget;
- c. Perform other such duties as may be reasonably required by the Fund Raising/Events Committee Chairman or by the Chairmen of either the Central or the Executive Committees.

Section 6. The Media/Public Relations Committee shall at a minimum consist of a chairman and at least one member. The Media/Public Relations Committee shall:

- a. Plan and produce cost-effective, multi-channel communications that inform the public about the Mission and Objectives of the Party, Republican candidates at local, state and national levels, and Republican events and activities; and
- b. Perform other such duties as may be required by the Media/Public Relations Committee Chairman or by the Chairmen of either the Central or the Executive Committees.

Section 7. The Audit Committee shall at a minimum consist of a disinterested chairman and at least two other disinterested members, all of whom shall be Central Committee members. Notwithstanding any other provision herein, no member of the Budget Committee may serve on the Audit Committee. The Audit Committee shall:

- a. Examine the accounts of the treasurer and make an annual report of same to the Executive Committee and to the Central Committee Officers;
- b. Review the annual State audit of the Party's financial operations and report on the outcome of that audit to the Executive Committee; and
- c. May, in its discretion, employ a disinterested certified public accountant to assist in these duties, for which a reasonable sum shall be budgeted each year.

Section 7.5. The Business Roundtable Committee shall consist of a minimum of ten business leaders in Medina County. The committee shall conduct a minimum of four quarterly meetings inviting elected officials to report on current events in local, state or federal government.

Section 8. Subject to these bylaws, the Chairmen of the Central and the Executive Committees may appoint such other special committees and/or appointees not provided for elsewhere herein as may be deemed in their reasonable judgment to be necessary to carry on the Party's work.

Section 9. All committees, standing or otherwise, function as recommending bodies to the Executive Committee. Unless expressly delegated such authority in advance by the Executive Committee, no committee is empowered to contract or speak on behalf of, bind, publish, or otherwise hold itself out as representing the positions, views, or authority of the Executive Committee, the Central Committee, or the Party.

Section 10. Notwithstanding any other provision in this Article, and excepting only the Audit Committee:

- a. Between August 1 of any year through the date of that year's November general election, the Executive Committee, at its sole discretion and by a majority vote, may exercise exclusive authority to propose, adopt, and execute any policies, programs, or activities intended to further Party purposes, including without limitation any budget amendments or expenditures, without the participation of any committee created under this Article; and

b. At any other time, the Executive Committee may by a two-thirds (2/3) vote propose, adopt, and execute any policies, programs, or activities intended to further Party purposes, including without limitation any budget amendments or expenditures, without the participation of any committee created under this Article.

## **ARTICLE XI - BUDGETING AND REPORTING**

Section 1. The fiscal year begins on January 1 of each year and ends on December 31.

Section 2. All fiscal activity and reporting shall be in compliance with the Ohio Revised Code and the Ohio Campaign Finance Reporting Handbook.

Section 3. An annual budget with focus on the initial year of the budget cycle shall be prepared by the Budget Committee for consideration by the Executive Committee at a meeting preceding the start of each Fiscal year.

Section 4. Expenditures.

a. Budgeted Expenses. The Executive Committee Treasurer shall pay all bills that are within budget. Remittance for bills more than \$100.00 in excess of the budgeted amount shall require the voted approval of the Executive Committee prior to payment. No reallocation or adjustment of amounts budgeted and/or appropriated for a particular purpose or line item expenditure, as established in an adopted budget or otherwise, shall be permitted without prior voted Executive Committee approval.

b. The Executive Committee Treasurer shall, at the request and upon submission of appropriate documentation of the Executive Committee Chair, pay or reimburse the cost of tickets and other fees required to attend local, regional and state functions the Chair deems necessary to properly represent the Medina County Republican Party, not to exceed \$2,000.00 per calendar year unless otherwise approved by the finance committee.

c. Critical Election Expenses. The Executive Committee Chair may, but only with the Central Committee Chair's prior written concurrence and consent, expend up to \$2,500.00 annually, without prior Executive Committee authorization, subject to the following:

- (1) such expenditures may only be for campaign-related goods and services, designed to directly support the campaigns of one or more office holders or candidates who, at the time of the expenditure, are on a primary or general election ballot for election or re-election;
- (2) the goods and services may not be ordered more than fifty (50) days prior to the primary or general election the outcome of which they are intended to affect;
- (3) the goods and services must be deemed necessary to address or counter exigent circumstances which the Chairs reasonably believe are likely to adversely affect the election or re-election outcomes for one or more of the affected office holders or candidates;
- (4) the Executive Committee Chair must, within two business days of the goods and services being ordered, provide a full expenditure report, including without limitation a justification and copies of all related purchase order documentation, to all Executive Committee members, who may thereafter, in their sole discretion, ratify the expenditure;
- (5) the Chairs shall jointly and diligently endeavor to offset any such expenditure of Party funds with contributions from the affected office holders or candidates;

(6) upon satisfactory written proof to the Party Treasurer that the Chairs have concurred in the expenditure, the Party Treasurer shall promptly issue payment for it and shall bear no responsibility for the Chairs' compliance with this bylaw and

(7) notwithstanding the foregoing provisions of Section 4(b) of Article XI of these Bylaws, no expenditure made to affect the outcome of a primary election may actually or reasonably appear to be for assistance targeted to any single Republican primary candidate, or to fewer than all Republican primary candidates.

Section 5. The following reports shall be presented a minimum of six (6) times annually to the Executive Committee and to the Officers of the Central Committee:

- a. Income and Expense Report and Balance Sheet.
- b. Budget versus Actual Comparison Report.

Section 6. Any event or activity requesting Party funds shall submit a separate detailed budget for the event or activity, which must be approved by the Executive Committee prior to releasing funds.

- a. During the course of any event or activity funded in whole or in part by the Party, the Chairmen of either the Central Committee or the Executive Committee, or the Party Treasurer, may request from any recipient of Party funds an Interim Budget versus Actual Comparison report.
- b. A final Budget versus Actual Comparison Report shall be presented promptly after the event or activity to the Chairmen of the Central Committee and Executive Committee, and to the Party Treasurer.

## **ARTICLE XII - ENDORSEMENT POLICY**

Section 1. Primary Elections. The Party shall not endorse candidates in primary elections, except and unless adopted by a two-thirds (2/3) majority of the Central Committee members present at a duly noticed meeting at which a quorum as defined in ARTICLE VII, Section 3, is present.

Section 2. General Elections. The Executive Committee has authority to endorse or to refrain from endorsing any successful Republican primary election candidate for any office. The Executive Committee shall give prior written notice to all Central Committee Officers and members of any decision it makes in this regard. The Executive Committee's decision shall prevail, unless it is overridden by a two-thirds (2/3) majority of the Central Committee members present at a duly noticed meeting at which a quorum as defined in ARTICLE VII, Section 3, is present.

Section 3. Party Resources. Due to election cycle time constraints, the Executive Committee shall share party resources with the County's Republican candidates, including without limitation Party walk lists, volunteer lists, sign locations, databases, etc. The Executive Committee shall also have the authority to determine when and to which candidate's financial assistance will be provided. An elected official is required to abstain from the vote on any expenditure related directly to their candidacy. No access to or allocation of the Party's financial resources shall be given unless approved in advance by a majority vote of the Executive Committee taken at a scheduled Executive Committee meeting, or at a Special Meeting called for such purpose, after due notice is given and with a quorum as defined in ARTICLE VII, Section 3, of the Executive Committee members present. A report of such financial distributions to candidates shall be provided to the Central Committee Chairman and to all Central Committee Officers within fifteen (15) days of such distribution. The Executive Committee retains the authority to decide the manner and timing of candidate access to all of the Party's non-financial resources. Notwithstanding the foregoing, and subject to specific exceptions provided elsewhere in these bylaws, access to the Party's financial and non-financial resources may be granted only during the period, in any calendar year, that starts one day after the date on

which the County Board of Elections certifies the primary election results, and ends one day after the date of the general election, and only to candidates eligible for election to office in that year's general election.

Section 4. No Unilateral Endorsement Authority. No member shall utilize or refer to their position on the Central Committee, the Executive Committee, or their title in any other capacity as an affiliate of the Party, with any endorsement of a candidate, offered either personally or for the Party, unless the Central Committee has voted to endorse the candidate in accordance with these bylaws and authorized the member's actions in advance.

Section 5. Members' Personal Prerogative. Nothing herein shall prevent any Party member from expressing their personal endorsement or support of the Republican candidate of their choice.

Section 6. Public Information Officers. The Chairmen of the Central Committee and the Executive Committee are designated as Public Information Officers of the Party and may speak on the Party's behalf without prior authorization. Whenever practicable, they shall confer before either one responds to public or media inquiries and/or before making public statements on the Party's behalf. The Executive Committee, by a majority vote and for specific purposes, may designate other Public Information Officers to speak on the Party's behalf, each of whom shall also confer with the Chairmen before making public statements. No other public statements or publications purporting to represent the Party's views or positions shall be published without prior approval by a majority of the Executive Committee.

### **ARTICLE XIII - DISCIPLINE**

Section 1. Criteria for removal from the Executive Committee or Central Committee may include but are not limited to:

- a. Violating the criteria for membership as defined in ARTICLE IV, CENTRAL COMMITTEE AND EXECUTIVE COMMITTEE MEMBER OBJECTIVES and EXPECTATIONS and/or ARTICLE V - MEMBERS, Section 4;
- b. Promoting candidates from other parties against Republican candidates whom the Party has endorsed, in partisan or non-partisan races;
- c. Publicly speaking, writing or promoting false information about Republican candidates or elected officials;
- d. Using one's title as an officer or member of the Executive Committee or Central Committee to communicate a position on a candidate or public issue, unless authorized to do so, in advance and by voted action, on behalf of the affected Committee.

Section 2. The process for removal shall be:

- a. Any member may request a review of a member's conduct for any of the reasons stated in ARTICLE XIII - DISCIPLINE, Section 1, by notifying any Executive Committee Officer in writing of the complaint, with a copy also delivered to the Central Committee Chairman.
- b. The Executive Committee Officers shall review the charge and contact the subject member for verification and by majority vote, determine the need for Executive Committee action.
- c. If deemed appropriate by the Executive Committee Officers, they may recommend to Executive Committee that the subject member be removed from his position on the Executive Committee. The Executive Committee shall then vote on the matter.

(1) Voting shall be by written ballot.

(2) Two-thirds of the members present and voting shall be necessary to remove a member from the Executive Committee, provided a quorum as defined in ARTICLE VII, Section 3, is present, and provided that the subject member (i) has been provided notice in accordance with Section 2, Article VII of these bylaws of the meeting at which the issue will be discussed, and (ii) is afforded a reasonable opportunity to be heard by the convened Executive Committee before it acts on the question of the subject member's removal.

Section 3. Appeal. Any Executive Committee decision made under this Article XIII may be appealed to the Central Committee in accordance with the procedure set forth in Section 3 of Article VI above. The 30-day appeal period shall run from the date the Executive Committee Secretary has delivered notice of the Executive Committee's final disciplinary decision to all Central Committee Officers.

Section 4. Discipline of Central Committee Members. Provided that the subject Central Committee member (i) has been provided notice in accordance with Section 2 of Art. VII of these bylaws of the meeting at which the issue will be discussed, and (ii) is afforded a reasonable opportunity to be heard by the convened Executive Committee, before it acts on the question of the subject member's discipline, the Executive Committee may by a vote of a majority of its members determine that a Central Committee member has violated any provision of these bylaws or of any Ohio law applicable to such member's status as such. Sanctions for a finding that such violation has occurred may include without limitation anything from a private reprimand or a formal written censure, to a suspension of voting rights, up to and including removal from the Central Committee office in accordance with Ohio law. R.C. 3.07, et seq. In addition to any other recourse the affected Central Committee member has under Ohio law, that member may also appeal any Executive Committee decision made hereunder in accordance with the procedure set forth in the preceding Section 3 of this Article.

#### **ARTICLE XIV - RULES AND PARLIAMENTARY AUTHORITY**

Section 1. Rules of Procedure. The rules of parliamentary procedure contained in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern all proceedings of the Central Committee and the Executive Committee, and every other committee constituted pursuant to these bylaws, in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the laws of the State of Ohio, and any applicable special rules of order adopted.

Section 2. Agendas. The Chairman of the Central Committee, in consultation with the Chairman of the Executive Committee, shall have the duty of determining the agenda and order of business at each Central Committee meeting. The Chairman of the Executive Committee shall have the duty of determining the agenda and order of business at each Executive Committee meeting. The foregoing is established without prejudice to any procedural or substantive right the respective Committees' members have under applicable parliamentary procedure concerning meeting agendas.

#### **ARTICLE XV - AMENDMENT OF BYLAWS**

Section 1. These bylaws may be amended at any meeting of the Executive Committee or of the Central Committee. If amended by the Executive Committee, only those Executive Committee members who are also Central Committee members may vote on such amendments.

Section 2. The full text of any proposed bylaw amendments, and an explanation for their necessity, must be delivered to all members of the Committee being asked to consider adopting the amendment, and to all Officers of the other Committee, no fewer than ten (10) days before action to consider and adopt the amendments may be taken, else such action is void.

Section 3. Provided a quorum is present at a duly noticed meeting, and subject to the provisions in this Article XV, the following voting margins are required to adopt bylaw amendments:

a. If action on the amendment is being taken by the Executive Committee, the amendment must be approved by a vote of at least two-thirds of the total number of Executive Committee members who are also Central Committee members, who must be present and voting; and,

b. If action on the amendment is being taken by the Central Committee, the amendment must be approved by a vote of a majority of the Central Committee members present and voting as defined in Article VII, Section 3.

Section 4. Amendments adopted by the Executive Committee are subject to modification and/or rejection, in whole or in part, by a majority vote of the Central Committee members present and voting at a properly noticed Central Committee meeting. The Executive Committee Secretary shall, therefore, give notice of all amendments adopted by the Executive Committee to all Central Committee Officers and members within three business days of their adoption, and include the entire text of the adopted amendment(s). The agenda and notice for any Central Committee meeting called to review Executive Committee-adopted bylaw amendments must state the entire text of the amendment adopted and the nature of the modification and/or rejection proposed.

If the Central Committee fails to meet within 90 days of the passage of the amendments adopted by the Executive Committee, then said amendments shall be deemed adopted by the Central Committee without modifications unless any member of the Central Committee objects to the amendments within that 90 day period. The objection shall be in writing and served upon the Chairman of the Executive Committee and Chairman of the Central Committee by email, or personal service.

Section 5. All amendments to these bylaws shall be submitted to the Medina County Board of Elections, the Ohio Republican Party and the Secretary of State of Ohio. R.C. 3517.02.

Section 6. These bylaws must be formally re-adopted at the commencement of each Central Committee organizational meeting conducted pursuant to R.C. 3517.04. In addition, they may at that time also be referred to an ad hoc Rules Committee for review and comment back to the Central Committee. If the Rules Committee proposed modifications to the bylaws, they must be readopted as modified at the next ensuing Central Committee meeting. Otherwise they shall continue in force as adopted at the organizational meeting. For purposes of this a copy of the bylaws then in force shall be sent to all Central Committeemen-elect no fewer than ten (10) days prior to the organizational meeting.

Section 7. Notwithstanding any rule of parliamentary procedure or other bylaw, no requirement under this Article for the amendment or re-adoption of bylaws may be suspended, including without limitation this Section 7.

Section 8. These bylaws shall be deemed severable, and the determination that any provision herein is unenforceable shall not affect the validity or enforceability of the balance of these bylaws.