

**CONSTITUTION AND BY-LAWS OF THE  
REPUBLICAN CENTRAL COMMITTEE OF  
KENT COUNTY, MARYLAND  
AS AMENDED JUNE 12, 1996**

**ARTICLE I-NAME**

The name of this organization shall be “The Republican Central Committee of Kent County” (hereinafter referred to as the “Committee”).

**ARTICLE II-PURPOSES**

The purposes of the Committee are to be the governing body of, and the official spokesman for the Republican Party in Kent County, Maryland; to cooperate with the Republican State Central Committee for the State of Maryland and with Republican National Committee; to establish and operate an effective Republican political organization for Kent County; to seek to register new voters as Republicans and to encourage those already registered otherwise to change their registration to the Republican Party; to secure the election of all duly nominated Republican candidates; to fill vacancies in, and in nominations for, public office, to coordinate and assist Republican activities in Kent County, to engage in fund raising to support the activities enumerated above; to promote the principles, objectives, and platform of the Republican Party; and to engage in such other activities as are reasonable necessary and proper to accomplish the foregoing purpose.

**ARTICLE III-MEMBERSHIP**

**SECTION 1. MEMBERSHIP;** The membership of the Committee shall be regulated in accordance with appropriate section of Article 33 of the Annotated Code of Maryland, and Article V of the Constitution of the Republican Party of the State of Maryland. All persons elected to the Republican Central Committee for the State of Maryland who reside in Kent County shall be members of the Committee. Membership of the Committee shall be set at seven (7) members, elected at large.

**SECTION 2. QUALIFICATIONS:** Each member of the Committee shall be a bona fide resident of, and registered voter in Kent County. Each member of this Committee shall have declared such member’s party affiliation to be “Republican” when registering to vote in partisan elections under Maryland law and under the law of any and all local jurisdictions and shall maintain such Republican registration throughout such member’s term of office.

**SECTION 3. TERM OF OFFICE:** The term of office of members of the Committee shall be as provided in Article 33 of the Annotated Code of Maryland.

**SECTION 4. RESIGNATIONS:** Any member of the Committee may resign for any reason at any time, provided that such member provides written notification to the Chair of the Committee of such member's intent to resign and the effective date of such resignation. In the event that no effective date is specified in the written notification, such resignation shall be effective upon receipt of the written notification by the Chair.

**SECTION 5. REMOVALS:** A member of the Committee who sustains three (3) consecutive unexcused absences from regularly scheduled meetings of the Committee occurring over a period in excess of sixty (60) days may be removed by a vote of two-thirds(2/3) of the Committee members present and voting at the next regularly scheduled meeting. It shall be within the discretion of the Chair to determine that an absence should be excused. A two-thirds majority of the then serving members of the Committee may reverse the Chair's finding of an excused absence. Written notice of the intent to remove shall be given to such member and to all of the other members of the Committee at least seven (7) days prior to the meeting at which the vote shall be taken. A member who has been removed in accordance with this Section shall be notified in writing within three (3) days after the vote to remove, but failure to so notify such removed member shall not invalidate the vote to remove.

**SECTION 6. VACANCIES:** A vacancy shall exist upon the death, removal, or resignation of a member or upon the occurrence of any event provided for in Article 33, Section 11-2 of Annotated Code of Maryland. The Chair shall immediately give notice to the other members of the Committee of a vacancy. When the Committee considers the matter of filling a vacancy, nominations may be made by any member, and election shall be by a majority of the Committee. If the vacancy has not been filled within the eighty (80) day period commencing on the date of the vacancy, the vacancy may be filled by the Chair. A person elected to fill a vacancy shall serve for the remaining term of the member who created the vacancy.

#### **ARTICLE IV-ORGANIZATIONAL MEETING**

**SECTION 1. CALL TO ASSEMBLE:** Within four (4) days after the gubernatorial general election, the newly elected Member of the Committee who received the most votes of all persons elected as members of the Committee in the most recent gubernatorial primary election shall upon a least seven (7) days written notice to the newly elected members of the Committee, issue a call to assemble for the purpose of electing officers, and conducting such other business that may properly be brought before the Committee. The newly elected member who issues the call to assemble shall act as the temporary Chair of the organizational meeting until a Chair is elected. In the event that such newly elected member fails to call such a meeting within four (4) days after the gubernatorial election the newly elected member who is first in alphabetical listing of the newly elected members of the Committee, within five (5) days thereafter, shall initiate the call to assemble and act as temporary Chair of the organizational meeting. The responsibility to issue the call to assemble and to serve as Temporary Chair shall progress down the alphabetical listing of the newly elected Committee members each five (5) days thereafter until the call to assemble is issued.

**SECTION 2. ELECTION OF OFFICERS:** The first order of business of the newly elected members at the organizational meeting shall be the election of officers.

## **ARTICLE V – OFFICERS**

**SECTION 1. OFFICERS:** The officers of the Committee shall be a Chair, First Vice Chair, Second Vice Chair, Secretary, and Treasurer. The Chair, the First Vice Chair and Second Vice Chair shall be members of the Committee. The Secretary and the Treasurer shall not be required to be members of the Committee but must be registered Republican voters in Kent County at the time of their election and throughout their term of office. All officers shall be elected by the Committee.

**SECTION 2. CHAIR:** The Chair shall be the chief executive officer of the Committee; shall call regular and special meetings of the Committee; shall preside over all meetings of the Committee; shall have general supervision over the affairs, activities and employees of the Committee; shall submit an annual proposed budget to the Committee at the first duly called meeting of the year; shall supervise the expenditure of Committee funds; shall make all committee appointments unless herein or by law otherwise provided; shall oversee the maintenance of all appropriate current and past Committee records; shall be the official spokesman for the Committee; and shall perform such other duties as are required by law and as usually pertain to the office of Chairman.

**SECTION 3. FIRST VICE CHAIR:** The first Vice Chair shall preside at all meetings in the absence of the Chair and perform such other duties as are required by law or as may be prescribed by the Chair and are incidental to this office; and in the event a vacancy occurs in the office of the Chair, the First Vice Chair shall exercise all of the powers and perform all of the duties of the Chair until such vacancy has been filled by the Committee.

**SECTION 4. SECOND VICE CHAIR:** The Second Vice Chair shall preside at all meetings in the absence of the Chair and the First Vice Chair and perform such other duties as are required by law or as may be prescribed by the Chair and are incident to this office, and in the event vacancies occur in the offices of Chair and First Vice Chair, the Second Vice Chair shall exercise all of the powers and perform all the duties of the Chair until such vacancy has been filled by the Committee.

**SECTION 5. SECRETARY:** The Secretary shall keep complete and accurate minutes (including attendance records) of all meetings of the Committee; shall be responsible for official notices and reports as required by law or by this Constitution and By-Laws and shall perform such other duties as the Chair shall assign and are incident to this office.

**SECTIONS 6. TREASURER:** The Treasurer shall be responsible for the receipt, and at the direction of the Chair, the disbursement of all monies by and for the Committee, shall maintain the accounts of the Committee and shall maintain complete and accurate records of all receipts and disbursements, shall submit an annual estimated budget to the Chair prior to December 31 of each year, shall render periodic reports of income and expenditures as required by the Chair or the Committee; and shall, upon request, account to and transfer to the successor Treasurer any funds belonging to the Committee at the end of his/her term.

SECTION 7. GENERAL COUNSEL: A General Counsel may be appointed by the Chair with the advice and consent of the Committee to serve as legal adviser and Parliamentarian to the Committee and to perform such other duties as are incident to this office. The General Counsel need not be a member of the Committee.

SECTION 8. ELECTION OF OFFICERS: Election of officers shall be held at the organizational meeting provided for in Article VI hereof and thereafter biannually at the first duly called meeting of the Committee following the first Tuesday after the first Monday in November. Officers shall be elected by a majority vote. Each officer shall serve for a term of office lasting two years, or until such officer's successor is elected, whichever is last to occur. Officers may stand for election.

SECTION 9. NOTICE OF ELECTION OF OFFICERS: Within fifteen (15) days following the election of any officer(s), the Chair shall notify the State Administrative Board of Elections Laws and the Republican State Central Committee for the State of Maryland of the names and addresses of the person elected as officers.

SECTION 10. REMOVAL OF OFFICERS: At any regular or special meeting of the Committee, a vote may be taken to remove any officer from office except the Chair, provided that at least twenty (20) days written notice has been given to all officers and to all members of the Committee of such intention. A two-thirds (2/3) majority of the votes cast shall be required to effect removal.

SECTION 11. FILLING OF VACANCIES: A vacancy shall exist upon the death, removal, or resignation of an officer. The Chair shall immediately give written notice to the other members of the committee of a vacancy. If an officer is removed, the vacancy shall be filled by majority vote taken at the same meeting. Except as otherwise provided in the preceding sentence, if a vacancy occurs, an election shall be held to fill the vacancy for the remaining term at the first duly called meeting of the Committee which is held not less than seven days after written notice of the vacancy is given to other members of the Committee. The highest ranking Vice Chair shall act as Chair until a new Chair is elected. Election shall be by majority vote.

## **ARTICLE VI-MEETINGS**

SECTION 1. REGULAR MEETINGS: Regular meetings of the Committee shall be held not less often than Quarterly. Such meetings shall be held at a location in Kent County which is convenient to members of the Committee.

SECTION 2. SPECIAL MEETINGS: Special meetings of the Committee may be called by the Chair and shall be called upon a written petition to the Chair by a majority of the members of the Committee. Such meetings shall be held at a location in Kent County which is convenient to members of the Committee.

SECTION 3. NOTICE: The Chair shall give at least seven (7) days written notice of any regular or special meeting of the Committee. The notice shall state the time, place, and

insofar as is practical, the agenda of the meeting. A copy of each such notice shall be sent to the Chairman of the Republican State Central Committee for the State of Maryland.

SECTION 4. PROXIES: Proxies shall not be permitted at any meeting of the Committee.

SECTION 5. QUORUM: Representation by a majority of the then serving members of the Committee shall constitute a quorum of the Committee at any meeting.

SECTION 6. RULES OF PROCEDURE: When not inconsistent with the provisions of this instrument or any other rules of adopted by the Committee, Robert's Rules of Order (most recent edition) shall govern all meetings of the Committee.

### **ARTICLE VII-STANDING COMMITTEES**

The Chair with the approval of the majority of Committee members, may appoint such committees as may be necessary or practicable to carry out the purposes and intent of the Committee.

### **ARTICLE VIII-MISCELLANEOUS**

SECTION 1. NOTICES: Any notice provided for in this Constitution and By-Laws shall be deemed to have been given when received by the person to whom directed, or, alternatively, when deposited in the mail, postage prepaid, to be delivered by regular, first-class mail, provided that any such mailed notice shall be addressed to a person at the most recent address provided to the Committee by that person. Any required written notice (except the written notice provided for in Article IV, Section I) may be waived provided that a written waiver of any such required notice is executed by not less than four-fifths (4/5) of the members of the Committee.

SECTION 2. FILLING VACANCIES IN NOMINATIONS FOR PUBLIC OFFICE: The Committee shall have such power as is conferred upon it by the law of Maryland to fill vacancies in nominations for public office. Whenever under the law of Maryland the Committee is to act in filling such a vacancy, a meeting to fill the vacancy may be called by the Chair (or, in the event that the office of the Chair is vacant, by the Vice Chair serving as the Chair) upon seventy-two (72) hours' notice.

SECTION 3. ENDORSEMENTS IN PRIMARIES: The Committee shall not endorse nor shall it support financially or in any other manner, any candidate, group of candidates, or "ticket" over any other candidate, group of candidates, or "ticket" prior to a Primary Election.

SECTION 4. CONFLICT: To the extent that this Constitution and Bylaws may conflict with the Republican Central Committee Constitution and Bylaws, the State Constitution and Bylaws shall govern.

## **ARTICLE IX-AMENDMENTS TO CONSTITUTION AND BYLAWS**

This Constitution and Bylaws shall take effect and be enforced when adopted by an affirmative vote of two-thirds (2/3) of the members present at a duly called meeting of the Committee and provided further that a copy of this Constitution and Bylaws was sent to each member with written notice of its proposed adoption at least seven (7) days prior to the meeting. This Constitution and Bylaws may be amended at any meeting by an affirmative vote of two-thirds (2/3) of the members, at a duly called meeting and provided further that notice of the proposed amendment was sent to each member of the Committee at least seven (7) days prior to the meeting. The Chair shall file with the State Administrative Board of Elections Laws and with the Republican State Central Committee for the State of Maryland a copy of this Constitution and Bylaws within thirty (30) days after its adoption and shall also file in the same locations a copy of any amendment to this Constitution and Bylaws within thirty (30) days after its adoption.

As Amended June 12, 1996