

# CONSTITUTION AND BYLAWS OF THE ST. MARY'S COUNTY REPUBLICAN CENTRAL COMMITTEE

Adopted November 2021

## ARTICLE I - NAME

The name of this organization shall be the St. Mary's County Republican Central Committee (herein referred to as the "Committee").

## ARTICLE II - PURPOSE

The Purposes of the Committee are to: be the governing body of and the official spokesman for the Republican Party in St. Mary's County, Maryland (herein referred to as the "Party"); cooperate with the Republican State Central Committee for the State of Maryland and with the Republican National Committee; establish and operate an effective Republican political organization for St. Mary's County; seek to register new voters as Republicans and to encourage those already registered otherwise to change their registration to the Republican Party; secure the election of all duly nominated Republican candidates; fill vacancies in, and seek nominations for public office within St. Mary's County; coordinate and assist Republican activities in St. Mary's County; periodically submit to the Governor the names of proposed members of the Board of Supervisors of Elections of St. Mary's County; engage in fund raising to support the activities enumerated above; promote the principles, objectives, and platform of the Republican Party; and engage in such other activities as are reasonably necessary and proper to accomplish the foregoing purposes.

## ARTICLE III - MEMBERSHIP

**SECTION 1. MEMBERSHIP:** The membership of the Committee shall be regulated in accordance with the appropriate sections of Article 33 of the Annotated Code of Maryland and Article V of the Constitution and Bylaws of the Republican Party of the State of Maryland, as amended May 7, 2011.

All persons elected to the Republican State Central Committee for the State of Maryland who reside in St. Mary's County shall be "ex officio" members of the Committee. Membership of the Committee shall be set at nine members, elected at large.

**SECTION 2. QUALIFICATIONS:** Each member of the Committee shall be a bona fide resident of and registered voter in St. Mary's 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, heretofore noted and accepted as written by hand or electronic mail, to the Chairman 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 Chairman.

**SECTION 5. REMOVALS:** A member of the Committee who sustains three consecutive unexcused absences from regularly scheduled meetings of the Committee occurring over a period in excess of sixty days may be removed by a vote of two-thirds of the Committee members present and voting at the next regularly scheduled meeting. It shall be within the discretion of the Chairman to determine that an absence should be excused. A two-thirds majority of the then serving members of the Committee may reverse the Chairman's finding of an excused absence. Written notice of intent to remove shall be given to such member and to all the other members of the Committee at least seven 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 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 the Annotated Code of Maryland. The Chairman shall immediately give notice to the other members of the Committee of a vacancy. Any vacancy on the Committee shall be filled within ninety days after the vacancy occurs by the remaining members of the Committee at a duly called meeting of the Committee.

When the Committee considers the matter of filling a vacancy, the position may be advertised. Nominations may be made by any member of the Committee. Candidates for the vacancy shall be interviewed by the Committee during a regular or special meeting and the selection process shall be conducted during Executive Session of the Committee. Election shall be by a majority vote of the Committee. If a vacancy has not been filled within the ninety-day period commencing on the date of the vacancy, the vacancy may be filled by the Maryland State Chairman. A person elected to fill a vacancy shall serve for the remaining term of the member who created the vacancy.

**SECTION 7. ASSOCIATE COMMITTEE MEMBERS:** In order to encourage active participation in Committee meetings and activities by individuals who are not official members of the Committee, the Committee may by majority vote elect up to four Associate Committee members.

- a. Eligibility: Associate Committee members must meet the same eligibility requirements as Members, as enumerated in Section 1 of this Article, and they are subject to disqualification and automatic resignation.
- b. Term of Office: The term of an Associate Committee member will begin with Election and end at the next Committee Quadrennial Organization Meeting.

- c. Voting: Associate Committee members shall normally not be entitled to vote at meetings of the Committee, except as provided herein:
  - (1) Should one or more Committee members be absent at a meeting of the Committee and if a quorum has been established, the remaining Committee members may vote to grant temporary voting rights, for that meeting only, to one or more Associate Committee members based on seniority of tenure, *provided that* the total number of those voting at that meeting does not exceed the maximum number of members specified in Section 1 of this Article.

An Associate Committee member may not vote on questions of filling a Committee vacancy, removing a Committee member, adoption of a budget, and the adoption of changes to these Bylaws.

- d. Ability to Carry Proxies: An Associate Committee member may be given a proxy to attend, vote, or otherwise fully participate in a Convention of the Republican Party of the State of Maryland in the place of a Committee member who is unable to attend.
- e. Automatic Nomination to Fill Vacancies: Should a Committee vacancy occur, as described in Section 6 of this Article, all Associate Committee members are automatically among those nominated to be Members of the Committee.

#### **ARTICLE IV – ORGANIZATIONAL MEETING**

**SECTION 1. CALL TO ASSEMBLE:** Within four days after the gubernatorial general election, the newly elected member of the Committee who received the most votes of all newly elected members in the most recent gubernatorial primary election shall serve as the temporary Chairman. Upon at least seven days after the election, the temporary Chairman shall provide written notice to the newly elected members of the Committee, issuing a call to assemble for the purpose of electing officers and conducting such other business that may properly be brought before the Committee.

In the event that the newly elected member with the most votes fails to call such a meeting within four days after the gubernatorial election, the newly elected member who is second in number of votes of the newly elected members of the Committee, within five days thereafter, shall initiate the call to assemble and act as the temporary Chairman of the organizational meeting. The responsibility to issue the call to assemble and to serve as the temporary Chairman shall progress down to the third in number of votes, or the fourth in number of votes, and so on until a meeting is called by the newly elected Committee members, each five 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 Chairman, Vice Chairman, Recording Secretary, and Treasurer. The Chairman and Vice Chairman shall be members of the Committee. The Recording Secretary and Treasurer shall not be required to be members of the Committee, but must be registered Republican voters in St. Mary's County at the time of their election and throughout their term of office. All officers shall be elected by the Committee. The Committee Officers shall be responsible for submitting standard operating procedures for approval by the Committee, which will be valid until superseded or one year after a Gubernatorial Election.

**SECTION 2. CHAIRMAN:** The Chairman shall be the chief executive officer of the Committee; shall call regular and special meetings of the Committee; shall preside at all meetings of the Committee; shall have general supervision over the affairs, activities, and any 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 expenditures 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 the Chairman.

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

**SECTION 4. RECORDING SECRETARY:** The Recording 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 and by this Constitution and Bylaws; and shall perform such other duties as the Chairman shall assign and are incident to this office.

**SECTION 5. TREASURER:** The Treasurer shall follow all appropriate regulations and procedures as defined by Maryland election law and the State Board of Elections. The Treasurer is responsible for the receipt and, at the direction of the Chairman, the disbursement of all monies by and for the Committee; shall maintain the accounts for the Committee and shall maintain complete and accurate records of all receipts and disbursements; shall submit an annual estimated budget to the Chairman prior to December 31 of each year; shall render periodic reports of income and expenditures as required by the Chairman of the Committee; shall, upon request, account to and transfer to the successor Treasurer any funds belonging to the Committee at the end of his/her term. An audit of Committee accounts shall be conducted by two qualified individuals selected by the Chairman when a new Treasurer is sworn in and at the end of each calendar year.

**SECTION 6. CORRESPONDING SECRETARY:** At its discretion, the Committee may appoint a non-voting Corresponding Secretary who will assist the Chairman and officers in responding to contributors, in sending welcoming letters to newly registered Republicans, and shall perform such other duties as the Chairman shall assign and are incident to this office.

**SECTION 7. GENERAL COUNSEL:** A General Counsel may be appointed by the Chairman with the advice and consent of the Committee to serve as legal adviser 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. PARLIAMENTARIAN:** Members of the Committee are expected to conduct Party business in a dignified, professional, and respectful manner. A Parliamentarian may be appointed by the Chairman with the advice and consent of the Committee. The duty of the Parliamentarian is to bring discipline and control to Committee discourse according to the procedures established by the application of the latest edition of Robert's Rules of Order.

**SECTION 9. ELECTION OF OFFICERS:** The election of Officers shall be held at the organization meeting provided for in Article IV hereof and thereafter bi-annually at the first duly called meeting of the Committee following the first Thursday after the first Monday in November. Officers shall be elected by majority vote. Each officer shall serve for a term of office lasting two years or until such officer's successor is elected. Officers may stand for re-election. In non-gubernatorial years, all candidates for Committee officer positions shall inform the entire Committee in writing of their intention to seek an officer position no later than 30 days before the meeting in which officers are elected. This written notice can be conducted via electronic mail. The written notice must be sent to every member of the committee.

**SECTION 10. NOTICE OF ELECTION OF OFFICERS:** Within fifteen days following the election of any officer(s), the Chairman shall notify the State Administrative Board of Election Laws and Republican State Central Committee for the State of Maryland of the names and addresses of the persons elected as officers.

**SECTION 11. REMOVAL OF OFFICERS:** A vote may be taken at any regular or special meeting of the Committee to remove any officer from office, provided that at least twenty days written notice has been given to all officers and to all members of the Committee of such intention. A two-thirds majority of the votes cast shall be required to effect removal. The Committee shall remove officers that fail to perform their duty as a member of the Committee as referenced by the Constitution and Bylaws of the Republican Party of the State of Maryland, Article V Section 2(e) as amended May 7, 2011, and subsequently thereafter.

**SECTION 12. FILLING OF VACANCIES:** A vacancy shall exist upon the death, removal, or resignation of an officer. The Chairman 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. For any other vacancy, an election shall be held to fill the vacancy for the remaining term at the first duly called meeting of the Committee that is held not less than seven days after written

notice of the vacancy is given to all members of the Committee. The Vice Chairman shall act as Chairman until a new Chairman is elected. Election shall be by majority vote.

## **ARTICLE VI- MEETINGS**

**SECTION 1. REGULAR, MONTHLY MEETINGS:** Regular meetings of the Committee shall be convened on the first Thursday of each month at a location specified by the Chairman. The starting time of the meeting is at the discretion of the Chairman.

**SECTION 2. EXECUTIVE SESSION:** The Committee may convene at any time with prior notice to all Committee members. Attendance at an Executive Session is limited to voting Committee Members only. Final adoption of a decision made in Executive Session must be made in open session.

No member shall release any Committee business, reports or information that results from a Committee Executive Session, unless that release is authorized by the Committee bylaws, and approved by the Chairman prior to the release.

**SECTION 3. SPECIAL MEETINGS:** Special meetings of the Committee may be called by the Chairman at any time. Such meetings shall be held at a location in St. Mary's County which is convenient to the members of the Committee.

**SECTION 4. NOTICE:** The Chairman shall give at least seven days written notice of any regular or special business meeting of the Committee. The notice shall state the time, place and, insofar as 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 5. PROXIES:** Proxies may not be given for the purpose of transaction of business of the Committee. Proxies are authorized and encouraged in the event a member is unable to attend a regular meeting of the State Central Committee. Such proxies shall be given with preference to another Committee member or to an Associate Committee member.

**SECTION 6. QUORUM:** Representation from a majority of the then serving members of the Committee shall constitute a quorum of the Committee at any meeting.

## **ARTICLE VII - STANDING COMMITTEES**

There shall be the following standing committees: (1) Finance Development, (2) Public Policy and Communications, (3) Grass Roots/Political Operations, (4) Community Outreach, (5) Fifth Congressional District, and (6) Ad Hoc. The chairman of each standing committee shall be appointed by the Chairman of the Committee with the approval of the majority of Committee members. Each standing committee chairman shall serve at the pleasure of the Chairman.

**SECTION 1. FINANCE DEVELOPMENT COMMITTEE:** This committee shall be responsible for development of fund-raising programs and activities to support the Committee's County Political Plan; the presentation of these projects to the Committee Chairman; and the implementation to such approved programs and activities. The Committee Chairman and Treasurer are standing members of this committee.

**SECTION 2. PUBLIC POLICY AND COMMUNICATIONS COMMITTEE:** This committee shall be responsible for assisting the Committee Chairman, as party spokesman, in the development of public relations, press releases, letters to the editor, or other statements to the public which express Committee opinion on issued or events made for public consumption. Such items normally shall be presented to the Committee for review before release; however, when time constraints require more immediate action, a majority opinion from this committee shall be considered adequate. Follow-up shall be provided at the next scheduled Committee meeting. As well, this committee shall be responsible for developing and broadcasting the Party message, utilizing radio, television, cable, Internet, the traditional print media and new media, including Facebook and Twitter. At least quarterly, the Communications Committee shall publish and distribute a Committee newsletter.

**SECTION 3. GRASS ROOTS/POLITICAL OPERATIONS COMMITTEE:** This committee shall be responsible for the development and implementation of Republican activities and programs within St. Mary's county; the identification, recruitment, training, and support of Republican candidates; the public's education on the Republican beliefs, issues, and activities; the conduct of voter registration efforts; and the acquisition and maintenance of political, legal, and demographic information for the use of the Committee and Republican candidates.

**SECTION 4. COMMUNITY OUTREACH COMMITTEE:** This committee shall be responsible for organizing and/or coordinating Republican Party participation in public events such as parades, trade fairs, the County Fair, and other such public events deemed appropriate by the Committee in which to participate to generate a favorable impression of the Republican Party. This includes the Annual Lincoln/Reagan Dinner.

**SECTION 5: AD HOC COMMITTEES:** In addition to the standing committees, the Chairman may appoint such other committees as deemed necessary or desired to carry out the purposes and intent of the Committee.

### **ARTICLE VIII - MISCELLANEOUS**

**SECTION 1. NOTICES:** Any notice provided for in this Constitution and Bylaws 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 such person. Notice by electronic mail also qualifies under this section, *provided that* such electronic mail was sent "return receipt requested" and that a recipient has not provided a written request to the

Committee that he or she does not wish notices to be given by email. Any required written notice (except the written notice provided for in Article IV, Section 1) may be waived provided that a written waiver of any such required notice is executed by not less than four-fifths 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 Chairman (or, in the event that the office of Chairman is vacant, by the Vice Chairman serving as Chairman) upon seventy-two 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 unless three-fourths of the Committee votes to do so.

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

**SECTION 5. MEMBERS OF THE BOARD OF SUPERVISORS OF ELECTIONS OF ST. MARY'S COUNTY:** Quadrennially, upon the request of the Governor, the Committee shall, by majority vote, designate at least four eligible persons affiliated with the Republican Party for each position on the Board of Supervisors of Elections of St. Mary's County which the Election Code requires to be filled by Republicans. The Committee shall not so designate any person who does not first agree to attend (periodic) meetings of the Committee. The Committee shall invite the Republican member(s) of the Board of Supervisors of Elections of St. Mary's County to attend meetings of the Committee not less frequently than once per quarter in order to report on voter registration progress and issues of significance related to the election process.

**SECTION 6. MEDIA/PUBLIC COMMUNICATIONS & STATEMENTS:** No member shall release or cause the release of any statement that is prohibited by the Committee Constitution and Bylaws. In accordance with Article V, Section 2 of this Constitution and Bylaws, the Chairman is the official spokesman of this committee. Therefore, no Committee member shall, without approval of the Chairman, make any statement, or by any means publish any article, letter, or other form of communication that identifies that member as the author and a member of the state, or county Central Committee.

Further, no Committee member shall use his position or title at any time to criticize a Republican candidate or Republican elected official without the consent of the Committee.



**ARTICLE IX- AMENDMENTS TO CONSTITUTION AND BY LAWS**

This Constitution and Bylaws shall take effect and be enforced when adopted by an affirmative vote of two-thirds 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 days prior to the meeting. This Constitution and Bylaws may be amended at any meeting by the affirmative vote of two-thirds 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 days prior to the meeting. The Chairman shall file with the State Administrative Board of Election Laws and with the Republican State Central committee for the State of Maryland and a copy of this Constitution and Bylaws within thirty days after its adoption and shall also file in the same locations a copy of any amendment to this Constitution and Bylaws within thirty days after adoption.

**APPROVED AND ADOPTED** by the required number of members at a regularly scheduled meeting of the Committee on November 4, 2021.

Submitted by

David Willenborg, Chairman

Kevin Cioppa, Vice-Chairman