



Revised and Adopted by the Atlantic County Republican Committee on June 16, 2007
Keith A. Davis, Chairman

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**BY-LAWS
OF
ATLANTIC COUNTY REPUBLICAN COMMITTEE**

PREAMBLE

THE MEMBERS OF THE ATLANTIC COUNTY REPUBLICAN COMMITTEE, PURSUANT TO THE PROVISIONS OF NEW JERSEY STATUTES, TITLE 19, DO HEREBY ADOPT THE FOLLOWING CONSTITUTION AND BY-LAWS TO GOVERN THE AFFAIRS OF SAID COMMITTEE.

ARTICLE I

NAME AND PURPOSE

SECTION 1. NAME

- 1.1** The name of this organization is the Atlantic County Regular Republican Corporation also known as the Atlantic County Republican Committee.

SECTION 2. PURPOSE

- 2.1** This Committee shall have as its purpose the promotion of the principles and platforms of the Republican Party.
- 2.2** This Committee shall support the campaigns of Republican candidates in all state and national elections. It shall also direct and support the campaigns of Republican candidates in all county elections. It shall give such appropriate support and guidance, as it may be able to give, with respect to any municipal election within Atlantic County.
- 2.3** This Committee, through the Board of Directors provided for in Article VI herein, shall direct the affairs and further the interests of the Republican Party in Atlantic County.

ARTICLE II

MEMBER REPRESENTATION

SECTION 1. REPRESENTATION

- 1.1** The Atlantic County Republican Committee shall consist of two members, one male and one female, elected for each unit of representation in the County, pursuant to the provision of Title 19 of New Jersey Statutes, bi-annually. For this purpose, the County shall be divided into 23 basic units of representation, one from each municipality within the County. Additional units of representation shall be granted to each municipality based upon total Republican votes cast in the four general elections next preceding the annual election of the Committee. (In determining the number of votes cast in the

General Election, the number of votes received by any Republican candidate for county, state or federal office shall be counted.) Units of representation shall be determined as follows:

1. (Total Number of Republican votes over the previous four general elections) / (The current number of units of representation) = **X**
2. (A municipality's total number of Republican votes over the previous four general elections) / **X** = The number of units of representation for a municipality*

* Units of representation shall be rounded to the nearest whole unit (e.g. 3.4 shall be rounded to 3 and 3.5 shall be rounded to 4.)

1.2 The aforesaid units of representation shall be reviewed by the County Chairperson or his/her appointee and revised within 60 days of each general election.

1.3 In municipal or inter-municipal districts after the specific number of units of representation have been determined and granted under the provisions of these by-laws, the allocation of those units of representation shall be made to the duly constituted regular Republican organizations within that district in proportion to the number of committee persons elected to the Atlantic County Republican Committee by that organization the previous year. Where there is a fraction of a unit the County Chairperson shall make the allocation.

SECTION 2. QUALIFICATION AND ELIGIBILITY

2.1 No person shall be eligible for election to the Atlantic County Republican Committee unless he shall have voted in the immediately preceding Republican primary election.

2.2 The members of the county committee shall actually reside in the districts or units which they respectively represent.

SECTION 3. TERM OF OFFICE

3.1 The members of the Atlantic County Republican Committee shall take office on the first Saturday following their election, on which day the terms of all members of the County Committee theretofore elected shall terminate provided they are duly sworn at the next scheduled Committee meeting or convention.

SECTION 4. VACANCY

4.1 When a member of the county committee ceases to be a resident of the district or unit from which elected, a vacancy on the county committee shall exist. Members of the county committee may resign their office to the committee of which they are a member, and upon acceptance thereof by the committee a vacancy shall exist. A vacancy in the office of a member of the county committee, caused by death, resignation, failure to elect or otherwise, shall be filled for the unexpired term by the municipal committee of the

municipality wherein the vacancy occurs, if there is such committee, and if not, by the remaining members of the county committee of such political party representing the territory in the county in which such vacancy occurs.

ARTICLE III

MEETINGS AND MEMBERS OF THE COMMITTEE

SECTION 1. ANNUAL MEETING

- 1.1** The annual meeting of each county committee shall be held on the first Tuesday following the primary election, except that when such meeting day falls on a legal holiday then the said meeting shall be held on the day following, and when such meeting day falls on the day of a municipal runoff election within the county then said meeting may be held on the day following, at an hour and place to be designated in a notice in writing to be mailed by the chairperson of the outgoing county committee to each member-elect, at which annual meeting the members of such committee shall elect some suitable person as chairperson who shall be a resident of such county to hold office for 1 year, or until a successor is elected.

SECTION 2. REGULAR MEETINGS

- 2.1** There shall be regular meetings of the Atlantic County Republican Committee.

SECTION 3. PRESIDING OFFICERS OF MEETINGS OF MEMBERS

- 3.1** The Chairperson shall preside over all meetings.
- 3.2** In the absence of the Chairperson, the Vice Chairperson, the Legal Counsel, the Recording Secretary, the Corresponding Secretary, and then the Treasurer, in that order, shall be vested with the authority of the Chairperson.

SECTION 4. QUORUM

- 4.1** One-third (1/3) of the County Committee shall constitute a quorum for the transaction of business at any meeting.

SECTION 5. PLACE OF MEETINGS

- 5.1** The chairperson may designate a place within Atlantic County as the place for any annual meeting or for any regular meeting of the Members.

SECTION 6. NOTICE OF MEETINGS

- 6.1** Unless otherwise designated in these by-laws, notice of the place, day and time of every annual meeting is to be made known through written notice to each individual committee member mailed via regular mail by the County Chairperson or his/her designee. Such notice shall state the person or persons calling the meeting.

SECTION 7. SPECIAL MEETING TO FILL AN UNEXPIRED TERM

- 7.1** In the event the county committee must convene a special meeting under Title 19 to fill the unexpired term of a Republican office holder, the chairperson may appoint a Committee on Procedures to draft rules for the special meeting. The Committee on Procedures shall consider such matters as the means of voting, conditions under which candidates can address the county committee, floor demonstrations, signs, and other items related to politicking.

ARTICLE IV

OFFICERS AND DIRECTORS

SECTION 1. ELECTION OF OFFICERS

- 1.1** The annual meeting of the Atlantic County Republican Committee shall be held on the first Tuesday following the Primary Election or on such other date as may be hereafter established by the legislature or the State of New Jersey, at which time the members shall elect the following officers:
- A. Chairperson;
 - B. Vice Chairperson (of opposite sex of chairperson);
 - C. Recording Secretary;
 - D. Treasurer;
 - E. Legal Counsel.

All officers, other than the Chairperson, Legal Counsel, and Treasurer must be elected from among the members of the County Committee.

SECTION 2. VACANCY OF OFFICERS

- 2.1** In the event of a vacancy in the office of the Chairperson, the Vice Chairperson shall convene a meeting of the County Committee within thirty (30) days of the occurrence of the vacancy, at which time the Committee shall fill the vacancy for the unexpired term.
- 2.2** In the event of a vacancy occurring in any other office, the Chairperson shall designate a successor within thirty (30) days of the creation of the vacancy to fill the unexpired term.

SECTION 3. APPOINTMENT OF EXECUTIVE DIRECTOR

3.1 The Chairperson shall appoint an Executive Director, who shall serve at the pleasure of the Chairperson. The position of Executive Director shall be a salaried position. Such salary shall be commensurate with the individual's skill and experience. The Executive Director shall:

- A. Be responsible for reviewing and sending correspondence at the direction of the Chairperson;
- B. Notify the entire Committee of meetings and events;
- C. Maintain a directory of all Committee members including their home and work addresses, phone numbers and e-mail addresses;
- D. Assist the Chairperson in anyway necessary for the benefit of the Republican Party.

3.2 The Chairperson has the authority to establish such additional positions which may be necessary to carry out the Committee's goals and responsibilities. Such positions shall be approved in advance by the Board of Directors.

SECTION 4. ELECTION OF BOARD OF DIRECTORS

4.1 The Committee shall elect a Board of Directors consisting of not less than twelve (12), nor more than twenty-three (23) Directors, none of whom need be elected members of the County Committee. The Board of Directors shall also include the Officers of the Committee.

SECTION 5. VOTING

5.1 Voting for the election of officers and members of the Board of Directors shall be by secret, written ballot in any contested election. In all other matters voting shall be by voice vote, unless a majority of the persons present at such meeting shall otherwise determine.

5.2 Voting by proxy shall not be permitted.

ARTICLE V

GENERAL DUTIES AND RESPONSIBILITIES OF OFFICERS

SECTION 1. GENERAL DUTIES OF THE CHAIRPERSON

- 1.1** The chairperson shall:
- A. Preside at all meetings of the County Committee; Board of Directors; and the Annual Convention;
 - B. Enforce all rules of the County Committee;
 - C. Have the power to create any committee deemed necessary or desirable to promote any activity or purpose of the Republican Party of Atlantic County;

- D. Designate Chairpeople and appoint members of all Committees and serve as an ex-officio member of all committees;
- E. Perform all duties required by law and by these By-Laws;
- F. Call meetings of the County Committee as he deems necessary, or upon the written request of twenty-five percent (25%) or more of the members.

SECTION 2. GENERAL DUTIES OF THE VICE-CHAIRPERSON

2.1 The Vice Chairperson shall:

- A. In the event of the absence of the Chairperson, or in the event of his inability to serve, shall assume all the duties and responsibilities of the Chairperson and shall serve in such capacity as the circumstances may require until a Chairperson is elected as provided in these By-Laws. This person shall also serve ex-officio on all committees.

SECTION 3. GENERAL DUTIES OF THE RECORDING SECRETARY

3.1 The Recording Secretary shall:

- A. Keep a permanent record of the minutes of all regular and special meetings, including Board of Directors meetings;
- B. Maintain a current list of members;
- C. Be custodian of all records of this organization;
- D. Keep a copy of the organization's Constitution and By-Laws to which all amendments shall be entered with the date of passage;
- E. Assist the Corresponding Secretary when requested by the Chairperson;
- F. Perform such other duties as may be assigned from time to time by the Chairperson;
- G. This person shall also serve ex-officio on all committees.

SECTION 4. GENERAL DUTIES OF THE RECORDING SECRETARY

4.1 The Treasurer shall:

- A. Be responsible for the safe custody of all monies from the County Committee, depositing said monies when received in the name of the County Committee;
- B. Disburse said monies and pay all bills subject to the approval of the Chairperson;
- C. Submit such financial reports as may be required by the provisions of Title 19 or as may be required by the Board of Directors;
- D. This person shall also serve ex-officio on all committees.

SECTION 5. GENERAL DUTIES OF THE LEGAL COUNSEL

5.1 The Legal Counsel shall:

- A. The Legal Counsel shall serve as parliamentarian and legal advisor to the County Committee, the Board of Directors and the Advisory Committee;
- B. This person shall also serve ex-officio on all committees.

ARTICLE VI

GENERAL DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

SECTION 1. GENERAL DUTIES OF THE BOARD OF DIRECTORS

- 1.1** The Board of Directors shall:
- A. Have full capacity to govern the affairs of the Republican Party in Atlantic County between meetings of the County Committee;
 - B. It shall recommend to the County Committee the means of raising funds to finance elections and the disbursement of said funds.

ARTICLE VII

BOARD OF DIRECTORS MEETINGS

SECTION 1. REGULAR MEETINGS

- 1.1** There shall be regular meetings of the members of the Board of Directors as called for by the Chairperson, but in no event less than four times per year.

SECTION 2. PLACE OF MEETINGS

- 2.1** The Board of Directors may designate a place either within State of New Jersey for said meetings.

SECTION 3. VOTING RIGHTS

- 3.1** Each Director shall be entitled to one (1) vote on each matter submitted to a vote of the Board of Directors.
- 3.2** No vote by proxy by any person shall be allowed.
- 3.3** The Chairperson and Officers of the Committee shall have no vote except in the case of a tie. In the case of a tie, the Chairperson shall vote.

SECTION 4. VOTES REQUIRED

- 4.1** Whenever any action is to be taken by vote of the Directors, it shall be authorized by a majority of the votes cast at a meeting of the Board of Directors in which a quorum is present, unless a greater plurality is required by these by-laws and/or the laws of the State of New Jersey.
- 4.2** Sixty percent (60%) of the members shall constitute a quorum for any meeting of the Board of Directors.

ARTICLE VIII

COMMITTEES

SECTION 1. COMMITTEES

- 1.1** The Chairperson shall appoint the following standing committees and the Chairperson thereof:
- A. Campaign;
 - B. Finance;
 - C. Public Relations;
 - D. Social;
 - E. Youth Activities;
 - F. Legislative;
 - G. By Laws;
 - H. Advisory;
 - I. Credentials;
 - J. Women’s Affairs;
 - K. Coalition Outreach.

SECTION 2. APPOINTMENT OF COMMITTEE MEMBERS

- 2.1** At least three (3) members of each Committee shall be appointed from among the members of the County Committee unless otherwise required by these by-laws. All other members of said Committee and its chairperson may be appointed from among County Republicans at large.

SECTION 3. ADVISORY COMMITTEE MEMBERS

- 3.1** There shall be created an Advisory Committee (“Leaders”) which shall consist of all elected Atlantic County Republican office holders, whether serving in County, State or Federal office; the State Committeeman and State Committeewoman; the Republican Municipal Leader or Leaders of each municipality as designated by the respective Municipal Committee, or in the absence of a Municipal Committee by the Executive Committee of the recognized Republican Club or Clubs within said municipality; the President and Executive Committee Chairperson of each duly constituted Republican Club, which shall have been reviewed by the Credentials Committee and approved by the County Chairperson.

SECTION 4. CREDENTIALS COMMITTEE

- 4.1** The Credentials Committee shall promulgate rules of procedure with respect to the submission and granting of approval of all group applications. Any club aggrieved by the review of the Credentials Committee and decision of the County Chairperson shall have the right within thirty (30) days following notification of the decision of the County

Chairperson to appeal the decision to the County Committee.

ARTICLE IX

LEADERS RECOMMENDATIONS

SECTION 1. LEADERS RECOMMENDATIONS

- 1.1 The Leaders shall have the responsibility of recommending to the Board of Directors and the County Committee, matters of policy designated to encourage the growth of Republicanism in Atlantic County.

ARTICLE X

ANNUAL CONVENTION

SECTION 1. ANNUAL CONVENTION

- 1.1 There shall be conducted annually a convention of the Republican Party of Atlantic County at the call of the County Chairperson. The annual convention shall endorse candidates, make policy and provide a forum for considering issues pertinent to the Republican Party of Atlantic County in accordance with the procedures set forth herein.

SECTION 2. DELEGATES

- 2.1 The delegates to the annual convention shall be limited to the following:
- A. Municipal Club officers;
 - B. Elected officials (municipal, county, state or federal);
 - C. Candidates (municipal, county, state or federal);
 - D. County Committee Members;
 - E. Campaign Coordinators;
 - F. Ward Leaders;
 - G. Precinct Captains;
 - H. Club members chosen by the municipal committee, or in the absence of a municipal committee by the recognized Republican Club or Clubs within a municipality;
 - I. Republicans or independents chosen by the municipal committee or in the absence of a municipal committee by the recognized Republican Club or Clubs within a municipality;
 - J. Each municipality shall certify all in writing the name of its delegation chairperson to the Convention three (3) weeks prior to the convention and shall submit said name to the convention chairperson within one week thereafter.
- 2.2 There shall be a minimum of 1,000 convention delegate votes proportionately divided among the twenty-three (23) municipalities in Atlantic County based upon a

determination of the total number of votes received by any Republican candidate for County, State or federal office running in the General Election during the immediately preceding four (4) General Elections divided by each municipality's share in that total Republican vote in those elections. In the event that such proportional representation results in a convention delegate strength for any municipality of less than ten (10) delegate votes, than those municipalities shall have their voting strength increased to a minimum of ten (10) delegate votes. In addition to the proportional delegate representation, each municipality shall be entitled to additional bonus delegates up to a maximum of an additional 25% of its proportional representative delegate strength utilizing the following criteria:

1. A 5% delegate bonus to any municipality that cast a majority in favor of the Republican gubernatorial candidate in the immediately preceding gubernatorial election;
2. A 5% delegate bonus to any municipality that cast a majority in favor of the Republican state senatorial candidate in the immediately preceding senatorial election;
3. A 5% delegate bonus to the municipality that cast a majority in favor of the Republican county executive candidate in the immediately preceding county executive election;
4. A 5% delegate bonus to the municipality that cast a majority in favor of the Republican county-wide candidate at the top of the ticket in any year in which the governor, state senator or county executive races are not on the ballot;
5. A 2% delegate bonus to the municipality that cast a cumulative total of 55% for all Republican candidates in the November General Election immediately preceding the convention;
6. A 4% delegate bonus to the municipality that cast a cumulative total of 60% for all Republican candidates in the November General Election immediately preceding the convention;
7. A 6% delegate bonus to the municipality that cast a cumulative total of 65% for all Republican candidates in the November General Election immediately preceding the convention;
8. An 8% delegate bonus to the municipality that cast a cumulative total of 70% for all Republican candidates in the November General Election immediately preceding the convention;
9. Delegate bonuses shall apply for each convention held during the term of office of the individual governor, state senator, county executive or other top of the ticket candidate;
10. Delegate bonuses called for herein shall not be retroactive; i.e., the first such delegate bonuses shall be earned during the General Election to be held in November 1984.

SECTION 3. APPOINTMENT OF COMMITTEE ON CREDENTIALS

- 3.1 The Chairperson shall appoint a committee on credentials.
- 3.2 A municipal delegation chairperson must certify and submit names and phone numbers and delegate category to Chairperson and the committee on credentials no later than two (2) weeks prior to the date of the convention.
- 3.3 The Committee on Credentials will review all credential disputes and make a recommendation to the chairperson and his decision shall be final. All disputes must be submitted to the committee no later than 10 days prior to the convention.

SECTION 4. APPOINTMENT OF COMMITTEE ON PROCEDURE

- 4.1 The Chairperson shall, at least thirty (30) days prior to the convention, appoint a Committee on Procedure, which shall be responsible for the establishment of convention rules not covered herein.
- 4.2 No convention rule established herein or by the Committee on Procedures shall be suspended, except by the affirmative vote of two-thirds (2/3) of the delegates present and voting at the convention.

SECTION 5. RULES FOR THE CONVENTION

- 5.1 Order of nominations for offices shall be by alphabetical roll call of delegations.
- 5.2 The Chairperson shall only recognize the delegation chairperson or his/her designee. The Chairperson of a delegation may yield the floor to another delegation chairperson of another municipality who may in turn yield to a nominator.
- 5.3 Nominations may be made from the front microphone and shall be in substantially the following form: (Mr./Madam) Chairperson, I nominate (Name of Candidate) as a candidate for nomination by this Convention for the Office of (Office). Nominations should be completed in less than one minute.
- 5.4 A bare second (no speech) from the floor will be required. The bare second must be from a delegate from a different municipality than the nominating delegate.
- 5.5 Floor demonstrations shall be limited to the discretion of the chairperson. The Committee on Procedures may also proscribe the conduct of the meeting, including floor demonstrations, signs, and other items related to politicking at the convention.
- 5.6 After all nominations for an office are made, the Chair of the Convention will ask the candidate, in the order that the nominations were made, to come forward and address the convention. Candidate speeches shall not exceed five minutes.
- 5.7 Candidates for President, U.S. House of Representatives, U.S. Senator, and Governor shall not require a nomination from the floor.
- 5.8 Voting shall be recorded by roll call vote of municipalities in alphabetical order. Each

municipal delegation shall decide whether it shall cast its votes as a unit (a total vote cast in favor of the majority decision of the delegation) or by the number of individual votes for each candidate (the number of each candidate receives within the delegation being reported as the vote of the delegation). Voting within each delegation shall be conducted by voice vote. The vote of each municipal delegation shall be reported during the roll call vote of each municipality. There shall be no individual roll call vote of each individual delegate reported to the convention. The vote of a delegation is not dependent upon the number of people on the floor in the delegation. Each municipal delegation will be allowed only one pass per election.

- 5.9** If an office being sought for nomination only includes a portion of a municipality as its represented area, then only those delegates who reside in the represented area shall be permitted to vote for the office, in accordance with Section 5.8 above.
- 5.10** Nomination by the Convention requires a majority vote of the delegates voting (50% +1). In the event there are three or more candidates for nomination, the candidate receiving the fewest votes will be dropped until one candidate receives a majority of the votes cast.
- 5.11** If there is more than one seat available for a particular elected office for which nominations are sought (e.g. General Assembly) then there shall be a separate election for each individual seat. Although there will be separate elections for each individual seat, nominations shall be taken only once prior to the election of both seats.
- 5.12** The successful candidates will be asked if they would like to address the Convention for an acceptance or thank you speech not to exceed two minutes.

SECTION 6. ORDER OF BUSINESS

- 6.1** The Order of Business at the Annual Convention shall be:
- A. Call to Order;
 - B. Opening prayer and National Anthem;
 - C. Welcome and introduction by Convention Chairperson;
 - D. Old Business;
 - E. New Business;
 - F. Closing.

ARTICLE XI

AMENDMENT OF BY-LAWS

SECTION 1. AMENDMENT OF BY-LAWS

- 1.1 These By-Laws may be amended at any meeting of the County Committee by a vote of two-thirds (2/3) of those present and voting provided that written notice of any proposed amendment shall have been sent to each member no less than ten (10) days prior to the meeting at which the proposed amendment is to be voted upon.

ARTICLE XII

RULES OF ORDER

SECTION 1. RULES OF ORDER

- 1.1 Roberts Rules of Order will govern the conduct of all meetings and the annual convention unless inconsistent with these By-Laws.

ARTICLE XIII

ADOPTION

SECTION 1. ADOPTION AND REVIEW OF BY-LAWS

- 1.1 These By-Laws shall take effect immediately upon adoption.
- 2.1 The By-laws shall be reviewed on an annual basis and shall confirm with all existing New Jersey State Statutes.

ARTICLE XIV

BOOKS AND RECORDS

SECTION 1. BOOKS AND RECORDS

- 1.1 The Committee shall keep books and records of account and minutes of the proceedings of its members, Board of Directors and executive committees, if any.

SECTION 2. FORM OF RECORDS

- 2.1 The minutes, records and books may be in written form or any other form capable of being converted into written form within a reasonable time.

SECTION 3. RIGHT OF INSPECTION BY PERSONS ELECTED TO MEMBERSHIP IN COMMITTEE

- 3.1 In the time intervening between a primary election at which the members of a county committee of a political party are elected and the annual meeting of the county committee as provided by R.S. 19:5-3, any person elected to membership on that county committee

at that election may request, in writing and by certified mail, either access to the complete financial records of the county committee or a copy of the balance sheet of the county committee showing the assets and liabilities of the county committee as of the close of business on the date of that primary election. The person requesting that access or copy of the balance sheet shall receive the access or copy so requested within 48 hours of the receipt of that request by the committee.

ARTICLE XV

LIABILITY, INDEMNIFICATION AND INSURANCE

SECTION 1. NO PERSONAL LIABILITY

- 1.1** The members of the Committee shall not be personally liable for the debts, liabilities or obligations of the Committee.

SECTION 2. INDEMNIFICATION

- 2.1** The Committee may indemnify a director, officer, employee, member or agent of the Committee against reasonable costs, disbursements, counsel fees and liabilities in connection with any proceeding involving such director, officer, employee, member or agent of the Committee because of that person's present or former capacity as a director, officer, employee, member or agent of the Committee. Such person, however, shall not be indemnified where the action or proceeding is based upon or arises out of his or her own intentional misconduct in the performance of his or her duties.

SECTION 3. INSURANCE

- 3.1** The Committee shall have the power to purchase and maintain insurance on behalf of any director, officer, employee, member or agent of the Committee against reasonable costs, disbursements, counsel fees and liabilities asserted by reason of such person's present or former capacity as a director, officer, employee, member or agent of the Corporation, whether or not the Committee would have the power to indemnify that person under these by-laws.

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