

BY LAWS  
OF THE  
PENFIELD REPUBLICAN COMMITTEE

As Amended through February 9, 2015

## **PREAMBLE**

These By-Laws shall constitute the rules and regulations for governance of the Penfield Republican Committee (the PRC) of the Town of Penfield, County of Monroe, State of New York.

## **ARTICLE 1 – PURPOSES OF THE PRC**

1.1 The purposes of the PRC shall be:

- A. To promote diligent, consistent and sustained political action in order to insure the attainment of and/or the continuation of Republican Government.
- B. To participate in political functions of government at all levels.
- C. To select and support Republican Party candidates for elective office.
- D. To promote general welfare and progress of the community.
- E. To advance the common knowledge and understanding of Republicanism and its principles.

## **ARTICLE 2 – MEMBERSHIP**

2.1 GENERAL

Membership in the PRC and all offices provided for hereunder shall be open to all citizens who are duly enrolled to participate in the primary elections of the Republican Party and who reside within the Town of Penfield.

2.2 COMMITTEE MEMBERS

- A. The PRC shall consist of (i) County Committee Members, (ii) Deputy Members and (iii) Special Members. Together they shall be known as the Penfield Republican Committee (PRC). County Committee and Deputy PRC Members shall have one vote at meetings of the PRC. Special Members shall be non-voting members.
- B. Not more than four (4) County Committee Members shall represent each election district in the Town of Penfield in the PRC. County Committee Members shall be elected or appointed as provided in the Bylaws of the Monroe County Republican Party and as allowed by applicable law.
- C. At the PRC Organization Meeting, described below, and from time to time thereafter, the PRC may, by majority vote of those present, elect any enrolled Republican voter who resides in the Town as a Deputy Member, provided that such person shall have attended

at least two (2) previous meetings or shall have carried a petition for the designation of party candidate during the time period for circulating nomination petitions immediately prior to the time of proposed election. Deputy Members shall serve terms ending upon the following biennial primary day at which County Committee Members are elected. (NOTE: Deputy Committee Members may become County Committee Members only by being elected as specified in Article 2, Section 2.02 of the County Committee Bylaws or by appointment as stipulated in Article 2, Section 2.03 of the County Bylaws.)

D. Notwithstanding, any forgoing language to the contrary, the Town Leader may from time to time, at his or her discretion, appoint non-voting PRC Special Members, e.g. Youth Members, Ex-Officio Members, Social Members or Business Members, who in the judgment of the Town Leader may be able to make special contributions to further the goals and objectives of the PRC.

## 2.3 DUTIES

A. Each PRC Member serves as the representative of the Republican Party in his or her election District and is responsible for supporting the purposes and activities of the PRC. A Member should be familiar with his/her neighbors and their political and governmental interests. The member should work to communicate the message of the Republican Party effectively to the individual voter, and furnish information from the individual voter to the Republican Party. Under the guidance of the Town Leader, the Members shall circulate nominating petitions; encourage and assist in voter registration work, assist in the conduct of political campaigns, promote fundraising, encourage turnout of voters during elections and perform other functions as needed.

B. Each PRC member is expected to attend scheduled meetings of the PRC. In addition, each Committee Member should, to the extent possible, attend training sessions, area meetings, and political and social functions of the PRC and the Republican Party within the County. County Committee Members are expected to attend all meetings of the County Committee. Deputy Members may attend but may not vote at meetings of the County Committee.

## 2.4 RESIDENCE

A. A County Committee Member shall reside within the Town of Penfield and within the Assembly District he or she represents. It is preferred, but not required, that a County Committee Member also reside in the election district which such Member represents.

B. A Deputy Member shall reside in the Town of Penfield.

## 2.5 RESIGNATION

A. Any PRC member may resign by giving written notice to the Secretary of the PRC. Such resignation shall become effective upon acceptance by the Chairperson. The Town

Leader shall file a copy of the resignation with the Monroe County Republican Committee.

B. A PRC Member shall be deemed to have resigned upon enrollment in another party or moving his or her voting residence outside of the Town.

## 2.6 VACANCIES

A. A vacancy occurring in a County Committee position shall be filled by the County Committee under the rules provided in the Bylaws of the Monroe County Republican Committee following the recommendation of the Penfield Town Leader after consultation with the Chairperson.

B. The filling of any vacancy in the County Committee position shall be subject to the “90 day rule” described in Section 2.03 of the Bylaws of the Monroe County Republican Committee with regard to voting at meetings of the County Committee.

C. The filling of any vacancy in a voting PRC position other than a County Committee position may be filled by the Executive Committee (as defined in Article 5, and hereinafter referred to as the “Executive Committee”) upon recommendation of the Town Leader, or by the PRC at any time. Members appointed by the Executive Committee within ninety (90) days before a meeting of the PRC shall not have a vote at that meeting and shall first be able to vote after the adjournment of that meeting. Members appointed at a meeting of the PRC shall first be able to vote after the adjournment of that meeting.

## 2.7 REMOVAL

A. Article 6 of the Monroe County Republican Committee Bylaws establishes the process for the removal of County Committee Members and Officers.

B. Deputy Members and Special Members may be removed at any time, with or without cause, by majority vote of those present at a meeting of the PRC.

# ARTICLE 3 – TOWN LEADER

## 3.1 SELECTION

At the biennial organization meeting of the PRC held as prescribed by law, members shall vote to recommend to the Chair of the Monroe County Republican Committee, a candidate for appointment as Penfield Republican Town Leader to represent the County Chair within the Town of Penfield. The candidate for appointment shall be an enrolled Republican residing in the Town of Penfield and a member of the PRC. The candidate for appointment may be an officer of the PRC, except for Treasurer.

### 3.2 TERM

The Town Leader shall serve at the pleasure of the County Chair. In the event of a vacancy occurring, the committee at a regular PRC meeting shall vote to recommend a new Town Leader and submit the recommendation to the County Chair for his approval.

### 3.3 DUTIES

In addition to duties set forth elsewhere in these By-Laws, the Town Leader is responsible for:

- A. Being the chief political spokesperson for the Penfield Republican Party.
- B. Recommending and coordinating political policy for the PRC.
- C. Reporting regularly to the PRC about the activities and concerns of the Monroe County Republican Committee.
- D. Attending or designating someone to attend the Monroe County Republican Executive Meeting as an alternate for the Penfield Town Leader.
- E. Presiding over meetings of the PRC.

### 3.4 DEPUTY LEADER

The Town Leader may appoint, from the members of the PRC, a Deputy Town Leader, who shall serve at the pleasure of the Town Leader. The duties of the Deputy Leader shall include the following:

- A. May act as Town Leader in his or her absence or disability.
- B. Represent the Town Leader in his/her absence at meeting of the Monroe County Republican Executive Committee.
- C. May serve with any or all of the Committees, except the nomination committee, to ensure accomplishment of established goals.
- D. May serve as Chairperson for an Issues/Strategy Committee if established.
- E. Such other duties as the Town Leader shall prescribe.

## ARTICLE 4 -- OFFICERS

### 4.1 NUMBER OF OFFICERS

The Officers of the PRC shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer, and such additional Officers as the Committee may determine from time to time.

### 4.2 ELECTION

The officers of the PRC shall be elected at the Organization Meeting. Each elected officer shall hold his/her office for a term of two (2) years and until a successor is elected. Each officer must be an enrolled Republican, a resident of the Town of Penfield and a member of the PRC. The same person may hold more than one office, except that no one person may serve simultaneously as Chairperson or Leader and Treasurer. Town or County elected officials shall not serve as officers of the PRC.

### 4.3 DUTIES OF OFFICERS

The officers have the following authority and perform the following duties:

- A. The PRC Chairperson shall preside over the meetings of the PRC in the event the Town Leader is unavailable, and assist the Town Leader in every way possible to insure a close, unified Party policy at all times. With input from the Town Leader, the Chairperson shall establish the meeting times, locations and agenda for the PRC meetings. The Chairperson shall provide the Secretary with material for the meeting notices and newsletters. The PRC Chairperson acts in the absence of the Leader and Deputy Leader.
- B. The Vice Chairperson shall act as Chairperson during the absence or disability of the Chairperson, and shall perform such other duties as the Chairperson may, from time to time, prescribe.
- C. The Secretary shall give notice of, and attend all meetings of the Committee and the Executive Committee, record all votes and minutes of all meetings in appropriate record books, prepare and keep a current list, by election district, the names, addresses and telephone numbers of all members of the PRC. The Secretary shall perform such other duties as provided herein and as may be required by the Chairperson. In the case of absence or disability of the Secretary, the Chairperson may appoint a Secretary pro tem.
- D. The Treasurer shall keep an account of all money received and expended for the use of the Committee; deposit all sums received in a bank or banks approved by the Executive Committee; disburse funds from time to time as approved by the Executive Committee; prepare financial statements to be furnished at each regular Committee and Executive Committee meeting, prepare and file financial disclosure statements as

required by law; and perform such other duties as the Chairperson may, from time to time prescribe. In case of the absence or disability of the Treasurer, the Chairperson may appoint a Treasurer pro tem.

E. Duties of other Officers, as may be elected from time to time by the PRC, shall be as stated at the time of election.

#### 4.4 REMOVAL

Any Officer may be removed by majority vote of the PRC and his/her successor elected by vote of the PRC. If the PRC does not elect a successor, the Executive Committee may fill the position with an interim appointee.

#### 4.5 VACANCIES

Any vacancy occurring among the officers, except the Town Leader or the PRC Chairperson, may be filled by appointment by the Town Leader subject to approval by the PRC Executive Committee. Such appointment shall continue until the next Organization Meeting of the PRC, or of a meeting especially called for that purpose, at which time the Committee shall fill the vacancy by election. A vacancy in the Chair shall be filled in the interim, by the Vice Chairperson, if any, and if not, then by appointment by the Town Leader subject to approval by the PRC Executive Committee. Such appointment shall continue until the next Organization Meeting of the PRC, or of a meeting especially called for the purpose at which time the Committee shall fill the vacancy by election.

### **ARTICLE 5 – EXECUTIVE COMMITTEE**

#### 5.1 MEMBERSHIP

The PRC Executive Committee shall consist of the following:

- Penfield Town Leader
- Chairperson of the PRC
- Vice Chairperson
- Treasurer of the PRC
- Secretary of the PRC
- Deputy Penfield Town Leader, when appointed
- Fund Raising Committee Chairperson
- Campaign Committee Chairperson
- Membership Committee Chairperson
- Events Committee Chairperson
- Penfield Republican Town Supervisor
- Other PRC members as appointed by the Town Leader.

## 5.2 FUNCTIONS OF EXECUTIVE COMMITTEE

A. There shall be an Executive Committee of the PRC which possesses, so far as is consistent with law, the rights, privileges, powers and duties of the full Committee during intervals between Committee meetings, except that the Executive Committee may not amend these Bylaws.

B. The Town Leader or his/her designee shall Chair the Executive Committee Meetings. In addition to the duties of the Executive Committee stated elsewhere in these Bylaws, the Executive Committee shall support, advise and assist in the activities, affairs and business of the PRC.

## 5.3 TERM

The Town Leader, Deputy Town Leader, and Officers shall serve so long as they hold such position in the PRC. Other Executive Committee Members, appointed by the Town Leader, shall serve at the pleasure of the Town Leader. Vacancies may be filled by the Town Leader.

## 5.4 QUORUM

A majority of the voting members of the Executive Committee constitutes a quorum for the transaction of its business. If a quorum is not present, a lesser number may adjourn the meeting to some future date not more than thirty days thereafter.

## 5.5 VOTING

All questions shall be decided by a majority vote of the members of the Executive Committee present and voting.

## 5.6 MEETINGS

The Executive Committee shall schedule not less than four (4) regular meetings each year. The Executive Committee shall also meet on the call of the Town Leader, Chairperson, or upon the call of the majority of its members. Notices specifying the time and place of all meetings shall be sent by the Chairperson or by the Chairperson's designee, not less than five (5) days prior to the date of the meeting.

## 5.7 REPORTS

The Town Leader shall make a report of the minutes and actions taken at any meeting of the Executive Committee at the following meeting of the PRC.



## ARTICLE 6 – PRC MEETINGS

### 6.1 THE ORGANIZATION MEETING

The PRC will meet to organize within fifteen (15) days after each biennial primary election at which the County Committee Members are elected. The principal purpose of the organizing meeting shall be the election of the PRC Officers. The meeting shall be called by the Town Leader of the outgoing committee, or, in his/her absence or failure to act, by the County Chair.

Within five (5) days following the organizing meeting the Town Leader shall file a certificate with the County Republican Chair, showing the names of the newly elected Officers of the PRC.

### 6.2 THE DESIGNATION MEETING

The PRC shall hold a meeting to designate Candidates for public office. Such meeting shall be held not less than four (4) weeks prior to the initial date for the signing of the official designating petitions.

### 6.3 REGULAR MEETINGS

A. Regular Meetings shall be called by the Chairperson. A schedule of all Regular Meetings for the coming calendar year shall be delivered to all Committee Members by January 31 each year. Any notice of change in the schedule must be delivered at least ten (10) days in advance to all PRC Members.

B. There shall be not less than six (6) Regular Meetings per year, which may include the Organization Meeting and the Designation Meeting. The meetings shall be held not less than twenty (20) or more than 120 days apart.

### 6.4 SPECIAL MEETINGS

A Special Meeting may be held on the call of the Chairperson or the Town Leader or upon the petition of fifteen (15) percent of the PRC Members delivered to the Secretary, or in his or her absence, to the Secretary of the County Committee. A Special Meeting must be held not less than ten (10) nor more than twenty (20) days from the date the petition is delivered or the request is made by the Chairperson or the Leader. In the event that the Secretary fails to send notice of such a meeting within ten (10) days after the receipt of such petition or call of the Chairperson of the Leader, the notice shall be made and delivered by any two (2) officers of the Committee or, if no such notice is made and delivered after another five (5) days, then such notice shall be made immediately by the Secretary of the County Committee.

## 6.5 EMERGENCY MEETINGS

An Emergency Meeting of the PRC may be called by the Town Leader or the Chairperson upon not less than twenty-four (24) hours notice delivered by telephone, E-mail or personally delivered to PRC Members. Any actions taken at an Emergency Meeting shall be reviewed and subject to ratification at a Regular or Special Meeting of the PRC held within thirty (30) days of the date of the Emergency Meeting.

## 6.6 NOTICE

Except as provided above for Emergency Meetings, notice of the time and place of every meeting shall be given to each member not less than ten (10) days prior to such meeting. Such notice shall be delivered by mail, E-mail or by telephone.

## 6.7 QUORUM

At all meetings of the PRC there shall be present in person at least twenty percent (20%) of the PRC Members in order to constitute a quorum. If a quorum is not present, a lesser number may adjourn the meeting to some future time, not more than fourteen (14) days later. At such adjourned date only that business may be transacted which might have been transacted at the meeting as originally called. A meeting at which a quorum is initially present may transact business thereafter until its adjournment irrespective of the number present thereafter.

## 6.8 VOTING

- A. At all meetings of the PRC each voting member shall be entitled to one (1) vote unless such voting rights are restricted as provided in Section 2.6.C of these By-Laws except that only those committee members who have been members ninety (90) days prior to the vote shall be allowed to vote.
- B. Except as provided elsewhere in these Bylaws, all motions shall be approved by a majority vote of those present and entitled to vote.
- C. The election of officers and the designation of candidates for office shall be done by secret ballot if two (2) or more candidates have been nominated. All other voting shall be done in an open manner unless one-third of those present wish the vote to be closed, upon motion duly made and seconded. The Chairman shall designate a member of the PRC to officiate at the counting and certification of votes in a secret ballot. The results of any secret ballot shall not be disclosed.
- D. Proxies and absentee ballots, whether written or otherwise, shall not be allowed at meetings of the PRC, the Executive Committee or of any committees of the PRC.

6.9 ATTENDANCE

Meetings of the PRC will be open to attendance by all Committee members

6.10 CONDUCT OF MEETINGS

The person presiding over any meeting of the PRC shall have the power to limit debate or discussion on any question by time and number of speakers, to limit the number or duration of seconding speeches for any candidate and otherwise to determine questions of procedure of the meeting not inconsistent with these Bylaws, New York State laws or the Bylaws of the Monroe County Republican Party, having due regard for fairness and limitations on the time available for the completion of the business of the meeting.

**ARTICLE 7 -- COMMITTEES**

7.1 FUNDRAISING COMMITTEE

The Town Leader shall appoint a Fundraising Committee which shall consist of the Treasurer, ex-officio, and such other members as may be necessary. The Town Leader shall appoint the Chairperson of this committee. Such Committee may be in charge of fundraising for the PRC and may perform such other functions as may be, from time to time, directed by the Town Leader.

7.2 CAMPAIGN COMMITTEE

The Town Leader shall appoint a Campaign Committee for each election. The Campaign Committee, after consultation with the Executive Committee, shall organize and run the campaign for the candidates for public office in the Town of Penfield and the local portion of the campaigns for candidates from larger jurisdictions. The Town Leader shall appoint the Chairperson of this committee.

7.3 CANDIDATE SCREENING COMMITTEE

Whenever an elected office in the Town of Penfield, or within a larger jurisdiction encompassing the Town of Penfield or a portion thereof, is to be filled, the Town Leader, shall appoint a Candidate Screening Committee to consist of not less than seven (7) members of the Committee and one alternate member, and notify the entire PRC of such appointment. The Candidate Screening Committee shall screen such candidates who evidence interest in seeking the designation to fill such vacancy, and recommend one (1) or more persons to the PRC for consideration for nomination selection or recommendation as appropriate. The Town Leader shall appoint the Chairperson of this committee.

#### 7.4 OFFICER NOMINATING COMMITTEE

At least four (4) weeks before a meeting called for the regular biennial election of officers or any special election to fill a vacancy, the Town Leader may appoint a Nominating Committee of not less than five (5) PRC members, one (1) of whom shall be designated as chair of such Committee, and notify the Committee in writing of such appointment and the vacancy or vacancies to be filled. The Town Leader shall appoint the Chairperson of this committee. The Nominating Committee shall review (to include a personal interview if practicable) all persons who have indicated an interest in the vacancy on the PRC and shall recommend one (1) or more candidates to the PRC.

#### 7.5 MEMBERSHIP COMMITTEE

The Town Leader shall appoint a Membership Committee. The Membership Committee shall be responsible for recruiting and retaining PRC Members and, such other functions as may be directed from time to time by the Town Leader. The Town Leader shall appoint the Chairperson of this committee.

#### 7.6 EVENTS COMMITTEE

The Town Leader shall appoint an Events Committee. The Events Committee shall be responsible for ensuring a Republican presence at important public functions and shall plan and carry out other non-fundraising events in accordance with the goals and objectives of the PRC. Further, the Events Committee shall perform such other functions as may be directed from time to time by the Town Leader. The Town Leader shall appoint the Chairperson of this committee.

#### 7.7 ADDITIONAL COMMITTEES

The Town Leader may appoint such other committees and chairperson thereof as he/she may deem necessary and shall appoint such other committees and chairpersons thereof as may be directed by resolution of the Executive Committee or the PRC as a whole, from time to time to further the purposes of the PRC, with such powers and authority as the Town Leader (if the committee is designated by him/her), the Executive Committee (if the committee is designated by it), or the PRC as a whole (if the committee is designated by it) may deem appropriate.

#### 7.8 COMMITTEE MEMBERSHIP

The Chair and the Town Leader may be ex-officio members of all except the Nominating Committee.

## **ARTICLE 8 – CANDIDATE SELECTION**

### **8.1 MEETINGS**

There shall be one (1) or more candidate information meetings held for all offices for which the PRC will designate a candidate or for which PRC Members shall be eligible to vote at a PRC meeting, a County Committee convention or at a mini-convention. Any announced Republican candidate for each office shall be responsible for notifying the Secretary of his or her interest in attending and making a presentation before such a candidate information meeting and shall be given fair and equal opportunity to make an appearance before the PRC.

### **8.2 CANDIDATE SELECTION**

A. Candidates shall be selected by unweighted vote of the PRC at a meeting called for that purpose.

B. A majority vote shall be required in order to designate a candidate. If more than two (2) candidates are nominated and no candidate receives a majority vote, the lowest ranked candidate will be dropped from the ballot and the remaining candidates will be voted upon in another round, this process continuing until there is a majority vote. “Bullet Voting” is permitted. Bullet Voting shall be deemed to be the casting of a single vote where more than one vote is permitted on the ballot.

### **8.3 BALLOTS**

Ballots in any contested election shall be secret and the results shall not be made known to the PRC.

## **ARTICLE 9 – COMMITTEE FINANCES**

### **9.1 BUDGET**

The Town Leader, after consultation with the Treasurer, shall cause to be prepared, and the Executive Committee shall review and approve, the PRC’s budget for the fiscal year.

### **9.2 FISCAL YEAR**

The Fiscal Year end shall be December 31 of each calendar year.

### **9.3 ANNUAL REVIEW**

The books and financial records of the PRC shall be reviewed at least each year by an independent person with an accounting background who shall not be an officer nor personally related or professionally affiliated with an officer of the Committee.

9.4 DUES

There shall be no dues, either mandatory or voluntary.

9.5 CONTRIBUTIONS

The PRC may accept voluntary contributions, provided that all requirements of state and federal election laws have been met.

9.6 CAMPAIGN EXPENDITURES

Committee funds which are expended on behalf of one or more candidates must be approved, in advance, by the Executive Committee.

9.7 BORROWING

The PRC shall not undertake any borrowing, or pledging of the assets of the PRC.

**ARTICLE 10 – AMENDMENT OF BY-LAWS**

10.1 These By-Laws may be amended by a two-thirds vote of the PRC Members present and voting at any meeting of the PRC, provided that a copy of the proposed amendments have been distributed to each voting Member at least two (2) weeks prior to the date of the meeting.

**ARTICLE 11 – MISCELLANEOUS PROVISIONS**

11.1 ADDITIONAL RULES

Roberts Rules of Order shall govern all meetings of the PRC so far as they are applicable and not inconsistent with these Rules or with the Rules of the Monroe County Republican Committee or with the Election Laws.

11.2 AVAILABILITY OF RECORDS

The names, addresses and telephone numbers of PRC Members shall be available to PRC Members and members in good standing of the Republican Party upon request solely for use in Party purposes or activities. No information regarding PRC members may be disclosed for any other purpose, whether commercial or otherwise, without the member's specific, prior consent.

11.3 GOVERNING LAW

The By-Laws shall be subject to the provisions of the New York State Election Law and the Rules and Regulations of the Monroe County Republican Committee, and in the event of any conflict, the Election Law and the County Committee Rules and Regulations shall govern.

11.4 EFFECTIVE DATE AND CONTINUING EFFECT

These rules shall be effective immediately upon their adoption and shall continue to be the rules of each successive PRC hereafter elected until repealed or superseded.