

ARTICLE I
PREAMBLE

Pursuant to, and as provided by, Title 19, Article 5, Chapter 3 of the Statutes of the State of New Jersey, the following shall be the Bylaws of the Cape May County Regular Republican Organization.

ARTICLE II
NAME AND PURPOSE

Section 1: The name of this organization shall be the Cape May County Regular Republican Organization (“CMCRRO”) and may utilize the name CapeGOP.

Section 2: The purpose of the CMCRRO shall be to further good government; encourage grass roots participation in the Republican Party; promote the principles and platforms of the Republican Party; and support capable Republican candidates seeking municipal, county, state and national office in all Primary and General elections.

ARTICLE III
MEMBERSHIP

Section 1: County Committee Membership: The County Committee shall be composed of duly elected Republican Committeemen and Committeewomen in the election districts of Cape May County. In accordance with law, commencing with the Primary Election of 2012, when all Republican County Committee members shall be chosen, each shall take his or her office on the Saturday following the Primary Election and the term of office of Republican County Committee members and their chosen Leaders and Officers of the Cape May County Regular Republican Organization shall be four (4) years.

Section 2: Vacancy: Any Committeeman or Committeewoman vacancy occurring within the CMCRRO shall be filled at a meeting of the municipal committee in which the vacancy occurs in accordance with law and upon the completion of the appropriate resignation and/or acceptance of office.

Section 3: Board of Directors: There shall be a Board of Directors of the CMCRRO consisting of the Leaders of the 16 Cape May County municipalities, the Chairman and the Vice Chair. Each Leader shall be a voting member of the Board of Directors as well as the Chair and Vice Chair. Members shall be known as “Leaders” of the municipality from which he or she was elected as described below. A quorum of the Board of Directors shall be 8 voting members.

Section 3.1: Election of Leaders: In accordance law, following the applicable primary election, each municipality's Republican County Committee members shall select a Leader to chair the local Regular Republican Organization. Leaders must be re-elected or succeeded by majority vote of the elected Committee in his or her particular municipality.

Section 3.2: Attendance at Meetings; Alternates It shall be mandatory that each municipality select an Alternate Leader to serve as Leader in the event the Leader cannot attend a certain meeting or a Leader is elected County Chairman. At meetings of the CMCRRO, in the absence of a Leader or Alternate, a Republican elected official from such municipality may take the Leader's place.

Section 3.3: Removal, Vacancy: Any Leader who misses more than 5 meetings in a row of the CMCRRO and does not send an alternate or elected official in his or her place, shall be deemed to have resigned his or her position as Leader and shall be replaced in accordance with this section. The Chairman shall send notice via regular and/or electronic mail to the delinquent Leader and the members of the County Committee for such municipality calling for the election of a new Leader. Such Leader may submit a written request to the Board of Directors for reinstatement at the next Leaders meeting following such notice. The Chairman shall then place the item on the next agenda where the Board will hear from the applying Leader who must appear in person in order to be heard. The Board will vote on whether to reinstate the Leader or not. Any Leader not reinstated shall be deemed to have resigned by continued absence. In the event that a vacancy occurs in the Leader position due to sickness, death, resignation or for other cause, the County Committee members for that municipality in which the vacancy occurs shall select a person to fill the unexpired term. The election shall occur within thirty (30) days of the vacancy.

Section 3.4: Breaking a Tie: In the event of an unresolved tie in the local election of a Leader, the Chairman of the CMCRRO shall determine who, if anyone, from that municipality shall be seated as Leader until such time as a new Leader is elected by the Committee members of that municipality.

Section 4: Executive Officers: As more fully described below, there shall be a Chairman and Vice Chair of the CMCRRO.

Section 4.1: Chairman; Election; Letters of Intent: The Chairman shall serve as allowed by law or until such time that a successor is elected or appointed. The Chairman shall be elected by a majority vote of the Committee members (subject to section 4.3 below and other applicable Sections of these by-laws) of the Republican County Committee at a meeting to be held on a date in accordance with law. Any person desiring to be considered by the County Committee members for the position of Chairman must submit a letter of intent to the Board of Directors via the current County Chairman at least fourteen days prior to the Primary Election in the year in which the selection of the County Chairman takes place.

Section 4.2: Vice Chair: The Vice Chair shall be of an opposite sex of the Chairman and shall serve as allowed by law or until such time that a successor is appointed. The Vice Chair shall be nominated by the Chairman and confirmed by a majority vote of the Committee members of the County at the time and place that the selection of the Chairman takes place.

Section 4.3: Election process: The Chairman and Vice Chair shall be elected at a reorganization meeting to be attended by all County Committee members who shall vote by way of voting machine. A quorum for election of the Chair and Vice Chair shall consist of 50% of the number of nonvacant county committee seats plus 1. A vote by acclamation may be obtained by motion to have the recording secretary cast a single vote on behalf of the CMCRRO where only a single nomination is made for Chair and/or Vice Chair.

Section 4.4: At the reorganization meeting, the Chairman shall nominate officers and committees to be approved by the County Committee members. The officers shall be Recording Secretary, Corresponding Secretary, Treasurer, Sergeant-at-Arms and Young Republican Liaison. The committees shall be Bylaws Committee, Ways and Means Committee and Campaign Committees. The Chair shall have the discretion to empanel further committees as the Chair deems advisable with notice to the Leaders.

Section 4.4: The Chairman and Vice Chair shall be voting members of the Board of Directors and ex officio members of all Committees.

ARTICLE IV **OFFICERS AND COMMITTEES**

Section 1: Officers. Officers appointed shall be duly registered Republicans in Cape May County. All officers, other than Chairman, shall be elected for a period of two (2) years, or in accordance with law if otherwise, unless elected to fill an unexpired term, and then shall serve the remainder of said term. The officers of the CMCRRO are as follows:

Section 1.1: Chairman. The Chairman shall preside at all meetings and shall be responsible for the direction of the CMCRRO. The Chairman shall appoint the chairs of all subordinate committees. The Chairman shall have authority and discretion, except where these by-laws require the advice and consent of the Board of Directors, to conduct all business which does not obstruct the purpose of the CMCRRO and is not expressly designated to some other officer in these Bylaws.

Section 1.2: Vice Chair. The Vice Chair shall preside in the absence of the Chairman and shall serve in his or her place in the event of a vacancy of the office of the Chairman until a new Chairman shall have been elected. The Vice Chairman shall assist the Chairman in the performance of his or her duties.

Section 1.3: Recording Secretary. The Recording Secretary shall keep all records of meetings, maintain a current list of all members, be custodian of all records of the

CMCRRO and assist the Corresponding Secretary when requested. In the event of unavoidable absence from a meeting of the Board of Directors, the Recording Secretary shall make arrangements for an alternate to keep the minutes of the meeting. The Recording Secretary shall prepare written minutes and provide them to the Chairman at least one week prior to the next meeting for distribution to the Board of Directors for approval at the next meeting.

Section 1.4: Corresponding Secretary. The Corresponding Secretary shall be responsible for all correspondence concerning the CMCRRO. This shall include the preparation and mailing of notices as directed by the Chairman.

Section 1.5 Treasurer. The Treasurer shall be responsible for the safe custody of all monies of the CMCRRO. The Treasurer shall record all monies of the CMCRRO and report same to the Board at least quarterly. The Treasurer shall be responsible for filing all necessary reports with applicable government agencies.

Section 1.6: Sergeant-at-Arms. The Sergeant-at-Arms, as may be requested by the Chairman, shall lead the pledge of allegiance, escort all guests of honor to the podium and preserve the order at all meetings.

Section 1.7: Young Republican Liaison. The Young Republican Liaison shall foster communication and promote cooperation between the CMCRRO and the Cape May County Young Republican Organization.

Section 2: Committees. The Chairman shall appoint members of the following standing committees in a number sufficient to carry out the purpose of each committee and shall designate a chair to each committee. Members of the standing committees must be registered Republicans in Cape May County. The Committees of the CMCRRO shall include, but will not be limited to, the following:

Section 2.1: Bylaws Committee. The Bylaws Committee shall be responsible for creating and amending the Bylaws of the CMCRRO.

Section 2.2: Ways and Means Committee. The Ways and Means Committee shall be responsible for raising funds for the CMCRRO.

Section 2.3: Campaign Committees. The Campaign Committees shall provide strategic support, as requested and as may be appropriate, to Republican candidates on the federal, state, county and local level, as designated by the respective committees.

ARTICLE V **MEETINGS**

Section 1: Reorganization Meeting. A Reorganization meeting will be held in accordance with law seven (7) days after the applicable primary election at a location to be determined by the Chairman and at a time convenient for all members to attend.

Section 1.1: Written notice of the meeting setting forth the place, date and hour shall be sent as soon as practical after the primary election but no later than the Friday immediately following the election. The procedures shall be as set forth in Article III, Section 4.2 and 4.3.

Section 2: Special Meetings. A Special meeting may be called at any time at the discretion of the Chairman. Additionally, the Chairman may be directed to call a Special meeting at the request of no less than nine (9) voting members of the Board; such request shall be in writing and addressed to the Chairman, setting forth the purpose of the requested Special meeting and signed by each voting member requesting same. The location of the Special meeting shall be determined by the Chairman and held within ten days of such notice to the Chairman.

Section 2.1: Written notice of the Special meeting setting forth the purpose of the meeting shall be sent to all Committee members at least seven (7) days prior to the date of the meeting.

Section 3: Regular Meetings. To the extent practicable, the Board of Directors of the CMCRRO shall hold Regular meetings once a month at a location to be determined by the Chairman.

Section 3.1: Written notice of the Regular meeting shall be sent at least five (5) days prior to the date of the meeting and may be accomplished via electronic mail.

Section 4: Attendance at Meetings. All Leaders are required to attend meetings. Alternate Leaders or CMCRRO Republican elected officials from that municipality may attend meetings in place of Leaders who are unavoidably absent.

Section 5: Procedure at Meetings. The rules set forth in Robert's Rules of Order Newly Revised, to the extent practicable in the discretion of the Chairman, shall govern meetings of the CMCRRO in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the CMCRRO may adopt. The Chairman shall officiate at all meetings and set the agenda for same. There shall be a period of discussion set aside at each meeting for the Leaders to bring up any matter of business relating to the CMCRRO.

Section 7. Elected Officials. All Federal, State, County and Local Republican elected officials, elected to office in the Official CMCRRO column, shall be entitled to attend the meetings of the CMCRRO, but shall not be entitled to vote, nor may they participate in debate unless invited to by the Chairman. Federal and State elected officials may send a representative to the CMCRRO meetings on their behalf. In the discretion of the Chair, elected officials may be invited to comment at meetings. Leaders shall be responsible for

notifying local elected officials. The Chairman shall be responsible for notifying federal, state and county elected officials as well as the State Committeeman and Committeewoman.

ARTICLE VI

ENDORSEMENT OF CANDIDATES

Section 1: Letter of Intent. Federal, State and County candidates seeking the preference vote of the CMCRRO shall file a letter of intention to seek an office with the Chairman, no later than February 15th immediately preceding the Primary election. The Chairman may establish such rules as may be appropriate in connection with Special Elections. The Chairman shall distribute the letter(s) to the Leaders after receipt of same.

Section 2: Preference of Candidates. All federal, state and county candidates seeking support of the CMCRRO having filed all letters of intent, shall present themselves to a forum to be presided over by the Chairman and to be attended by all Committee members. The Chairman shall appoint a rules committee on an ad hoc basis to determine the rules of procedure for said forum on an annual basis according to the particular circumstances of that election cycle and the offices sought. The forum shall be held on an evening, preferably in March, as deemed most appropriate by the Chairman in consultation with the Leaders.

Section 3: Preference Vote. The CMCRRO shall conduct a preference vote for all elections at the Federal, State and County level at the forum outlined above. The preference vote shall be attended by all County Committee members and they shall cast a vote by way of voting machine. A quorum shall be present in the event that a number of County Committee members representing 50% +1 of the total number of County Committee seats, regardless of vacancy, are present, unless, by voice vote, those in attendance approve a motion reducing the quorum to 100, but in no event shall the quorum be reduced below 100. Prior to the forum, the candidates for a particular office shall have their names drawn from a hat to determine their positions on the preference ballot. There shall be no nominations from the floor of any candidates other than those who submitted their letters of in intent on or before February 15, unless by a majority vote of all the committee people present and comprising the quorum by roll call vote the rules are suspended on this point. All candidates submitting letters of intent shall be nominated and seconded from the floor and shall then have an opportunity to speak to those assembled according to the following time restrictions: Federal candidates – ten minutes; Candidates for Governor – ten minutes; Candidates for State Legislature – five minutes; Candidates for County Office – five minutes.

Section 3.1: Written notice of the meeting shall be sent at least seven (7) days prior to the date of the preference vote to all committee people.

Section 4: Support of Candidates. Candidates receiving the most votes as a result of the preference process shall be endorsed by the CMCRRO and be entitled to appear in

a column on the ballot under the CMCRRO slogan. Monetary and/or other support of preferred candidates in the primary election shall be in the discretion of the Chairman. The Board of Directors shall be entitled to offer advice to the Chairman on the subject. If, however, a 2/3 majority of the Board of Directors shall vote to not expend funds in the primary election, then the Chairman shall not expend Organization funds in such regard without a subsequent vote of support for same from a 2/3 majority of the Leadership.

Section 5: Campaign Costs and Expenses. All candidates shall be responsible for raising funds to finance their campaigns. The funds of the CMCRRO shall be supplemental to those funds where appropriate and legal. In no event shall the CMCRRO incur indebtedness on behalf of any candidate(s) without the approval of a 2/3 majority of the Board of Directors.

Section 6: Duty of Loyalty: In the event that a candidate shall choose to reject the outcome of the preference vote or otherwise run against a CMCRRO candidate in the Primary Election or General Election after participating in the CMCRRO endorsement process, he or she shall not be entitled to participate in the preference process during the next election cycle for that that office and shall not be entitled to participate in the endorsement process for any other office for one year. In the event that a Leader, elected official or member of the county committee should publicly support a candidate against a candidate of the CMCRRO at any election, that Leader, elected official or county committee member shall not be eligible to appear in the CMCRRO column for any office at the next election the following year and/or the year that committee members are elected as applicable. Additionally, that county committee member shall not be recognized by the Chairman as a participating member in the annual endorsement forum (Convention) described herein above and shall not be permitted to attend the Convention. Additionally, Any Republican Leader, candidate, elected official or member of the CMCRRO who does not choose to abide by the preference vote or the outcome of the primary election and/or publicly opposes CMCRRO candidate(s), on the vote of the Board of Directors, on motion by any member, may be suspended ~~and removed~~ from the CMCRRO and shall not be entitled to participate in CMCRRO meetings, events or activities until after one year from the date of that primary or other applicable election.

ARTICLE VII

AMENDMENTS

Section 1: These Bylaws shall be amended only in the event that the proposed amendment or amendments is presented in writing to the Chairman and Leaders of the CMCRRO, and is approved by a two-thirds (2/3) vote of the Board of Directors. The Bylaws may be amended at any Regular or Special Meeting of the CMCRRO as long as written notice of the proposed amendment(s) is provided seven (7) days in advance of the meeting to the voting members, which may be accomplished via electronic mail.

ARTICLE VIII

MUNICIPAL BYLAWS

Section 1: These Bylaws are not intended to replace a municipal organization's Bylaws. They should be used as a guide in forming municipal Bylaws and no municipal organization shall create Bylaws in conflict with the CMCRRO Bylaws.

ARTICLE XVI LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1. NO PERSONAL LIABILITY

The members of the County Committee, the Board of Directors, the Chairman and Vice Chair and the Officers and volunteers of the CMCRRO shall not be personally liable for the debts, liabilities or obligations of the CMCRRO and, other than the Chairman in the normal course of operations, may not bind the CMCRRO in any way to any debt or obligation of any nature.

SECTION 2. INDEMNIFICATION

The CMCRRO 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 CMCRRO 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

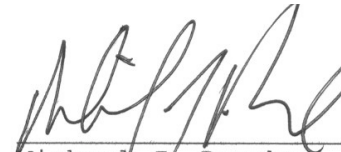
The CMCRRO shall have the power to purchase and maintain insurance on behalf of any director, officer, employee, member or agent of the CMCRRO against reasonable costs, disbursements, counsel fees and liabilities asserted by reason of such person's present or former capacity as a director, officer, employee,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

ARTICLE XVII PARTIAL INVALIDITY

SECTION 1. INVALIDITY OR UNENFORCEABILITY

These By-laws shall be governed and construed under the Laws of the State of New Jersey. The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of any other provision.

Amendments approved January 23, 2014



Michael J. Donohue
Chairman

Recording Secretary

	For Approval	Opposed
Avalon	<u> X </u>	_____
Cape May	<u> X </u>	_____
Cape May Point	Absent	_____
Dennis Township	Absent	_____
Lower Township	<u> X </u>	_____
Middle Township	<u> X </u>	_____
North Wildwood	<u> X </u>	_____
Ocean City	<u> X </u>	_____
Sea Isle City	Arrived after vote	_____
Stone Harbor	<u> X </u>	_____
Upper Township	Absent	_____
West Cape May	Absent	_____
West Wildwood	<u> X </u>	_____
Wildwood	<u> X </u>	_____
Wildwood Crest	Absent	_____
Woodbine	<u> X </u>	_____
Chairman	<u> X </u>	_____
Vice Chair	Left early	_____
	11	0