

BYLAWS OF THE WINNEBAGO COUNTY REPUBLICAN CENTRAL COMMITTEE

BE IT and IT IS HEREBY RESOLVED, that the County Republican Central Committee in the County of Winnebago, State of Illinois, at a duly noticed and convened County Convention this 3rd day of March, 2010, adopts the following Bylaws which shall supersede those previously adopted.

BYLAWS OF THE WINNEBAGO COUNTY REPUBLICAN CENTRAL COMMITTEE

ARTICLE I NAME AND PURPOSE

SECTION 1. This County Republican Central Committee shall be known and designated as the “Winnebago County Republican Central Committee” (WCRCC) as provided by the laws of the State of Illinois (10ILCS5/7-9), and shall be recognized as the regular Republican organization in the County of Winnebago, State of Illinois.

SECTION 2. The purpose of the WCRCC shall be to develop, foster, advance and perpetuate the principles of the Republican Party, to support and otherwise do all within its power to ensure the election of all Republican nominees for public office whose names appear on the general election and any special election or other regular election ballots in the County of Winnebago, to fill such vacancies as may occur by virtue of the death or inability of any Republican nominee to serve as such nominee or as an official of the Republican Party, to manage the affairs of the Republican Party within the jurisdiction of the County of Winnebago, and to engage in such other activities and perform such functions and services as may from time to time be necessary to further the cause of the Republican Party, its principles and its candidates.

ARTICLE II MEMBERSHIP VOTING

SECTION 1. Each duly elected or appointed Republican Precinct Committeeman shall be a member of the WCRCC. In any duly noticed and convened meeting, of the WCRCC, except for the County Convention held pursuant to statute every two years for the election of officers of the WCRCC, each Republican Precinct Committeeman shall have one vote for each Republican ballot voted in his/her precinct by the primary electors of the Republican Party at the most recent statewide or national primary election. Pursuant to Illinois Statute, at each County Convention, only duly elected Precinct Committeemen who were elected at the Primary Election immediately preceding the County Convention, shall be entitled to vote on any matter at said convention, with the voting at said convention to be weighted voting based on the number of Republican Primary ballots cast in the respective precincts of the Precinct Committeemen.

SECTION 2. At any duly noticed and convened meeting, each member of the WCRCC shall cast his/her ballot by voice vote to be tallied by the Secretary of the WCRCC as his/her name and precinct are called in a roll call vote by the Secretary. At the conclusion of the roll call and until such time as the balloting is declared closed, a committeeman may vote. As provided in Robert’s Rules of Order, Revised, the chair may assume general (unanimous) consent until someone objects. While routine and minor matters can be rapidly disposed of by voice vote, but without roll call voice vote, if at any time objection is made with reasonable promptness, the chair shall ignore what has been done in the case even if he/she has announced the result, and shall require a regular roll call voice vote. However, at the County Convention pursuant to Article VIII, Section 2 of the instant bylaws, the voting for the Elected Officers of the WCRCC shall be by closed ballot.

SECTION 3. All questions, except amendments to these Bylaws, shall be decided by a simple majority of the number of votes presented by those in attendance at a duly noticed and convened meeting of the WCRCC.

SECTION 4. Amendments to these bylaws may be made at a duly noticed and convened meeting of the WCRCC, after the amendments to be considered have been mailed to each member at least ten (10) days before said meeting, and more than fifty percent (50%) of the duly elected or appointed Republican Precinct Committeemen are in attendance at said meeting, and the proposed amendments receives more than two-thirds (66.67%) of the votes represented at said meeting. E-mail shall be an acceptable form of mail communication provided the recipient has a known e-mail address.

SECTION 5. Any individual in the Republican Party who feels that a candidate running for office does not properly represent the Party because of basic moral, ethical or extremist views may make such complaint in writing to the County Chairman, who shall appoint an ad hoc Committee to investigate the complaint. If that Committee agrees, then it will recommend that the Party not support this individual and will forward the recommendation to the Executive Committee of the Central Committee (Executive Committee), which Executive Committee is more fully described in Article III herein below. If the Executive Committee concurs by a two-thirds (2/3) vote that because of basic moral, ethical, or extremist views the candidate is not appropriately representing the Republican Party, the Party Chairman will make it publicly known that the Party does not support the individual in question.

SECTION 6. With regard to filling vacancies for any elected Republican office holder, nominee, or vacancy occurring when no name of a Republican Party candidate was printed on the consolidated primary ballot (odd-numbered year elections) or general primary ballot (even-numbered year elections) for a particular office, and no person was nominated as a write-in candidate for such office, the procedures set forth in the statutory laws (10 ILCS 5/7-8, etc.) shall be followed providing for the participation by certain statutorily mandated committees, whether such vacancy is caused by the death or inability of an office holder or candidate to serve, or caused by the absence of a Republican candidate nominated for an upcoming election, thus leading to the slating process. At each duly called and conducted County Convention of the WCRCC, a Chairman for each statutorily mandated committee shall be elected since the precinct committeemen elected at the immediately preceding general primary are seated at the convention. Subsequent to the County Convention, any appointed precinct committeeman shall, by virtue of his or her appointment, become a voting member of the particular committee or committees of which he or she would have automatically become a member as provided herein by virtue of election as a precinct committeeman. These statutorily formed committees shall include the Judicial Sub circuit Committee, the Municipal Central Committee, and/or such further or different committees as established by statute from time to time. It shall be the responsibility and right of the precinct committeemen comprising the particular committee as named, not the WCRCC, to elect a Chairman empowered to call the committee together to meet for any necessary meeting under this article, and conduct the business for filling of the vacancy and/or any other necessary business to come before the respective committee. However, the Chairman of the WCRCC will be available for consultation, if desired by the respective committee members, and willing to provide any needed name and contact information of the precinct committeemen of a given committee.

ARTICLE III

OFFICERS AND THEIR ELECTION, TERMS OF OFFICE, AND DUTIES/COMMITTEES

SECTION 1. The officers of the WCRCC elected at the County Convention must be duly elected Republican Precinct Committeemen, and shall consist of a County Chairman, Vice-Chairman, Secretary, and Treasurer, whose terms of office shall be for two years or the life of the WCRCC as provided by the laws of the State of Illinois. Said officers shall be elected by a closed ballot vote at the organizational meeting County Convention as set forth in ARTICLE VIII.

SECTION 2. The County Chairman shall appoint, with the advice and consent of the Executive Committee as hereinafter defined, up to four (4) additional members or officers to the Executive Committee to serve at the pleasure of the County Chairman.

Chairman: It shall be the duty of the Chairman to preside at all meetings of the WCRCC, at all County Conventions and at all meetings of the Executive Committee; to set policy, direct the affairs, and conduct the business of the WCRCC and in doing such business, to consult with the Executive Committee. The Chairman serves as an ex-officio member on all committees. It shall also be the duty and responsibility of the Chairman to represent the WRCC throughout the State and Nation. Further, the Chairman shall be the designated spokesperson for the Republican Party in Winnebago County.

The County Chairman of the WCRCC, with the advice and consent of the Executive Committee, shall appoint committees as deemed necessary to conduct the business of the WCRCC.

SECTION 3. It shall be the duty of the elected Vice-Chairman to preside at all meetings and affairs in the absence of the Chairman. The elected Vice-Chairman and any appointed Vice-Chairmen shall perform such other duties and exercise such additional authority as may from time to time be delegated to him/her by the Chairman.

SECTION 4. It shall be the duty of the Secretary to keep a record of all meetings of the WCRCC and of the Executive Committee, to keep a roll of the members of said Central Committee, to maintain a file of the formal reports of the officers and committees, to issue notices of any special or regular meetings of the Central Committee and of the County Conventions, to conduct the correspondence of the Central Committee, and to consult with and follow the instructions of the Chairman and the Executive Committee.

SECTION 5. It shall be the duty of the Treasurer to receive all monies of the WCRCC and to deposit the same in a bank for safekeeping, which bank shall be chosen and designated by the County Chairman, to pay all obligations of the Central Committee; to maintain proper books and records of all financial transactions of the Central Committee; and to transfer over to a successor in office all forms, records, vouchers, and the other property of the Central Committee which may be in his possession or under his control. The Treasurer may be required to secure a surety bond to guarantee the funds of the Central Committee that come into his possession, with the amount and the form of the bond to be determined by the Executive Committee. It shall also be the duty of the Treasurer to preside at all meetings in the absence of the Chairman, and elected Vice-Chairman.

SECTION 6. The Executive Committee of the WCRCC shall consist of: four (4) elected officers of the WCRCC namely the Chairman, Vice Chairman, Treasurer, and Secretary, the twenty-four (24) Area Captains, and up to four (4) additional members or officers appointed by the Chairman, with the advice and consent of the Executive Committee, to serve at the pleasure of the Chairman. The County shall be divided in twenty-four (24) Areas. The Republican Precinct Committeemen within each respective Area shall elect a Captain from their respective Area who shall become a member of the Executive Committee. The Area Captains shall be elected at the County Convention and shall serve two-year terms.

SECTION 7. A quorum of the Executive Committee for the purpose of conducting business shall consist of a majority of the 28 elected members of the WCRCC, namely the Chairman, Vice-Chairman, Secretary, and Treasurer, twenty-four (24) Area Captains. In determining if that quorum of 15 is satisfied, the presence of any member of the Executive Committee shall be counted. Any member of the Executive Committee who, for any reason, misses more than four (4) non-canceled Executive Committee meetings in any year of his or her term on the Executive Committee shall automatically forfeit his or her position on the Executive Committee. That year shall commence with the first meeting held after election or appointment to the Executive Committee, and end at the conclusion of the Executive Committee meeting held on the 11th month thereafter. For an Executive Committee member in the second year of his or her term on the Executive Committee, that year shall commence with the month of the first meeting following the expiration of the first year on the Executive Committee, as defined above. The Chairman shall notify such Executive Committee member who, for any reason, has missed more than four (4) non-canceled Executive Committee meetings in any year of his or her term on the Executive Committee, in writing that his or her position on the Executive Committee has been forfeited and a vacancy occurs. The vacancy shall then be filled according to the provisions in these bylaws for filling a vacancy. In the case of an Area Captain, that position shall be filled by the other duly elected and appointed precinct committeemen in such ward or precinct, with the voting to be by weighted vote as otherwise defined herein. The Area Captain who has forfeited his or her position on the Executive Committee shall not be eligible to be a candidate to fill that vacancy and shall not be entitled to vote to fill such vacancy.

SECTION 8. The Executive Committee shall advise the County Chairman and with the County Chairman shall act as the governing body of the WCRCC. (See also ARTICLE III, Sec. 6) Each member of the Executive Committee shall have one vote and a majority vote will decide all issues.

SECTION 9. Vacancies in any elected or appointed office of the WCRCC shall be filled in the following manner: In the case of a vacancy because of death, resignation or disqualification of any officer other than Chairman, the Chairman shall fill the vacancy with the advice and consent of the Executive Committee with a member of the Central Committee for the balance of the unexpired term. In the event a vacancy occurs in the Office of Chairman, the elected Vice-Chairman shall become Acting Chairman for the balance of the unexpired term.

ARTICLE IV

FINANCE COMMITTEE

A Finance Committee shall be a separately constituted committee of the Winnebago County Republican Central Committee. The Finance Committee's purpose shall be: 1) to provide unified fundraising and budgeted fund expenditures for all City County, State, and National purposes; and 2) to provide a single fund to which all contributors will be channeled for the

financing of the campaigns of nominated Republican candidates, to provide funding to cover the operational expenses of maintaining a Republican Headquarters. The Finance Committee shall operate under its own separate duly adopted bylaws.

ARTICLE V EXPENDITURE OF FUNDS, TRANSFERS

SECTION 1. The normal business of this organization shall be conducted by the officers with such limitations as may be established by the Rules of Organization or by Resolution of the Central Committee.

SECTION 2. Expenditures on behalf of endorsed candidates of this organization and transfers to other political committees shall be limited to those expenditures and transfers approved by the Executive Committee of the WCRCC.

ARTICLE VI MEETINGS

SECTION 1. The WCRCC shall hold an organizational meeting (County Convention) every two years, as provided by the laws of the State of Illinois.

SECTION 2. Regular meetings of the organization shall occur upon a schedule to be determined by the Executive Committee. The Chairman may call a special meeting at any time upon seven (7) days notice in writing. Special meetings shall also be called by the Secretary upon the filing of a written request signed by Committeemen representing thirty percent (30%) of the total Republican vote in the County at the preceding Primary Election.

SECTION 3. All meetings of the WCRCC shall be called by notice by mail at least seven (7) days prior to the meeting by the Chairman. E-mail shall be an acceptable form of mail communication provided the recipient has a known e-mail address.

SECTION 4. The Executive Committee of the WCRCC shall meet at least eight times each year, at the time and place designated by the County Chairman and members of the Executive Committee.

SECTION 5. The Executive Committee shall also meet other times as designated by the County Chairman, or upon petition of ten (10) of the members of the Executive committee. Notice of a special meeting shall be conveyed by the Chairman or his/her designee(s) with written, personal, e-mail or telephone notice, at the Chairman's discretion, attempted to all members physically within the County at least 24 hours prior to the special meeting. E-mail notice shall only be considered effective notice to members who have an e-mail address. In the event that ten (10) members of the Executive Committee petition for a meeting, they shall give written notification to each Executive Committee member, deposited in the U.S. mail at least seven (7) days prior to the meeting.

ARTICLE VII PARLIAMENTARY AUTHORITY, AMENDMENTS AND QUORUM

SECTION 1. Parliamentary authority of the organization shall follow Robert's Rules of Order, Revised. However, if any rule of Robert's is in conflict with these bylaws or with any rule specifically adopted at a convention or meeting, these bylaws or such rules, as the case may be, shall govern. If the bylaws are in conflict with any statute of the State of Illinois, such statute will govern.

SECTION 2. A quorum for all meetings of the WCRCC shall consist of ten percent (10%) of all voting members of the WCRCC, except where its actions are governed by statute, in which case the statutory quorum shall prevail.

ARTICLE VIII COUNTY CONVENTIONS

The following rules apply specifically to the conduct of the Biennial County Convention:

SECTION 1. The first matter of business shall be the election by voice vote of a temporary Chairman and Secretary.

SECTION 2. Upon election of a temporary chairman, he or she shall entertain Convention Committee Reports from such Committee Chairmen and conduct an election of chairman. During such election each committeeman shall, by closed ballot, cast his or her votes, representing the number of Republican ballots cast in that respective precinct committeeman's precinct at the immediately preceding primary election.

SECTION 3. The person receiving the greatest number of votes shall be declared elected Chairman.

SECTION 4. Upon election of the Chairman, he or she shall preside over the completion of the election of officers provided in ARTICLE III. Section 1. which shall be conducted in a like manner to that of Chairman.

SECTION 5. In the County Convention of the year 1998, and in the convention each four years hence, the committeemen shall vote in an election for 16th Congressional District state central committeeman. The Chairman, upon completion of the election of officers, in the relevant election year, shall conduct the election for State Central Committeeman for the 16th Congressional District of individuals contained on the official Roster of Candidates For State Central Committeemen For The 16th Congressional District, received from the Illinois Republican Party as being duly certified by the Election Oversight Committee of the Illinois Republican Party. Pursuant to the Rules Governing The Election of State Central Committeemen from the Illinois Republican Party, adopted by the Illinois Republican State Central Committee on December 16, 1997, no nominations from the floor of the County Convention shall be allowed for the office of State Central Committeeman.

SECTION 6. Elections for State Central Committeeman shall be by voice vote with each Precinct Committeeman being entitled to cast the number of votes as reflected by the number of Republican ballots cast in his or her precinct at the Primary Election immediately preceding the County Convention. In accordance with the Rules Governing The Election Of State Central Committeemen from the Illinois Republican Party, the newly elected County Chairman may cast the votes for any precincts not represented at such County Convention, due to the fact the elected Precinct Committeemen is not present or no Precinct Committeeman was elected for such precinct, in the election of State Central Committeeman for the respective Congressional District.

SECTION 7. Upon completion of the election of any Congressional District State Central Committeeman, the Secretary shall announce the results and shall within ten (10) days thereafter certify said results to the State Board of Elections as provided by law.

SECTION 8. Upon completion of the above activities, the County Chairman shall conduct whatever further business is properly before the convention.

As amended and restated at Winnebago County Republican Convention 3/03/2010.