

MARLBOROUGH REPUBLICAN TOWN COMMITTEE BY-LAWS

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ARTICLE I

The purposes of the Republican Town Committee are to recruit, nominate and elect individuals in support of the following:

1. To recruit and support Republican candidates.
 1. To encourage qualified candidates to seek both elective and appointive office.
 2. To conduct and participate in Republican Party (the Party) caucuses and/or conventions.
 3. To organize and direct general and special elections campaigns.
 4. To support and elect Republicans to Local, State, and Federal office.
 5. To study and support or oppose Local, State, or Federal legislation.
 6. To study and recommend improvements in local government.
 7. To sponsor and encourage constructive Party activities.
 8. To generate, administer and distribute Party funds.
 9. To encourage all citizens to be actively involved in the governmental process.

ARTICLE II

Section 1. Membership - Number of Positions

There shall be thirty (30) membership positions on the Republican Town Committee of Marlborough; and members shall be elected from the town at large in accordance with Section 3. Election.

Section 2. Qualifications

No person shall be a member of the Town Committee unless he/she is an enrolled Republican elector of the Town of Marlborough at the time of his/her election and during the term of his/her office and annual contribution is paid in full.

Section 3. Election of Town Committee Members

a. Caucus

Town Committee members shall be elected by a caucus called for that purpose. Such caucus will be held during the first week of March of each even numbered year or at a time which is consistent with applicable statutes.

b. Notice

The Town Committee Chairman, or in the event of his/her failure to act, the Vice-Chairman, shall publish a proper notice of the caucus in a newspaper having a significant distribution in the Town of Marlborough at least seven (7) days before the date set for the caucus.

c. Certification

The Chairman and the Secretary of the caucus shall certify to the Town Clerk the results of the election in accordance with the applicable statutes.

Section 4. Term

The terms of Town Committee members shall start on the first Monday following the date of the State established Primary set-in connection with their election, and they shall serve for two years or until their successors shall have been chosen, but not more than twenty-six (26) months. The terms of all members shall

end on the same day. Notwithstanding the foregoing, there are no restrictions on the reelection of Town Committee members to consecutive terms.

Section 5. Attendance

Any member who fails to attend at least fifty per cent (50%) of the regular meetings between his/her election and the caucus described in Article 2 Section 3a may be ineligible for re-endorsement for the next succeeding term. This rule does not apply to members whose term has been less than six months.

Excused absences will also include: family issues; business commitment; and scheduled vacations provided that the member notify any member of the Executive Board prior to the Town Committee meeting.

Section 6. Lifetime Honored Associates

Any persons who have performed meritorious service to the Party or who have otherwise distinguished themselves may, with the consent of such persons and by majority vote of the entire Town Committee, be designated a Lifetime Honored Associate of the Town Committee at a regularly scheduled Town Committee meeting. Honored Associates shall have no voting rights but shall be welcome to participate in all Town Committee meetings and functions. The indefinite term of designation may be terminated in the same manner in which it was bestowed.

Section 7. Associate Membership

The Town Committee is authorized to appoint up to fifteen (15) Associate Members who shall be enrolled Republican electors of the Town of Marlborough and have expressed an interest in the activity and future of the Republican Party in writing to the Town Committee Chairman. Although not required, these persons should be willing and able to attend regular meetings. While they are encouraged to take part in Town Committee meetings, they are not authorized to cast a vote. Associate Members are allowed to be voting members of Subcommittees as defined in Section 14. Eligibility to fill regular member positions in Section 20.

Associates expected to assist in the performance of various functions consistent with the normal operations of the Town Committee.

Associates serve at the will of the Town Committee membership with the term of such appointment running concurrently with that of the Town Committee. An Associate's appointment, or termination, prior to normal expiration, shall be accomplished by a majority vote of those present of the Town Committee at a regular meeting.

Section 8. Election of Officers

The newly elected members of the Town Committee shall meet within two weeks after the beginning of their term (as specified in Section 4 of these rules). Said meeting shall be called by the previous committee Chairman or Vice Chairman, or in the event of the failure to act, at the call of a member of the State Central Committee from the district in which said Chairman resides. The members shall elect, by a majority vote of those present of the entire Town Committee membership, a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and such other officers as may be deemed advisable. Such officers shall be elected from the regular membership of the Town Committee.

Section 9. Officers Term Limits and Duty

Officers shall hold office for two years or until their successors have been duly qualified and elected, but their term shall be no more than twenty-six (26) months. Notwithstanding the foregoing, there are no restrictions upon the number of consecutive terms an individual may serve as an Officer:

- a. The Chair shall not hold office for more than 12 consecutive months. If there is no challenge, he or she may serve another 12-month term.

- b. Any member wishing to seek the Chair position must be a member of the RTC for not less than 1 year.
- c. Upon the resignation of the Chair, the Vice Chair will become Chair for the remainder of the term.
- d. Upon the resignation of the Vice Chair, the Secretary or the Treasurer position, the position will be filled by a majority vote of the RTC within 30 days of the resignation.

Chairman...shall

- Preside at all Republican Town Committee meetings
- Act as official public spokesperson for the Republican Town Committee
- Be responsible for calling regular meetings in accordance with Party rules
- May attend Senatorial and Congressional District meetings
- Encourage a representative from the State Central Committee to attend Town Committee meetings
- Designate the Campaign Treasurer for local campaigns
- Appoint Standing and Special Committees in accordance with Article 2 Section 14
- Be ex-officio member of all sub-committees in accordance with Article 2 Section 15

Vice-Chairman ... shall

- Assume the responsibilities of the Chairman in his/her absence
- Assist the Chairman in fulfilling his/her duties
- May attend Senatorial and Congressional District meetings
- Upon the occurrence of a vacancy in the Office of Town Chairman, be responsible for determining the time, date and place for a meeting to select a new Chair, which meeting shall be held in the period from fifteen (15) to thirty (30) days of vacancy. If the Vice-Chairman does not act within two weeks of the vacancy, the State Central Committee district person shall be responsible.
- Be a member of the Candidate Recruitment sub-committee in accordance with Article 2 Section 15d.

Secretary ... shall

- Transcribe working minutes of all Town Committee meetings
- Maintain a file of all reports submitted and acted upon by the Town Committee
- Keep an attendance record of every Town Committee meeting, and submit quarterly attendance records to the Town Committee members
- Conduct all correspondence for the Town Committee except for duties specifically delegated or assigned to others
- Take care of all legal notices
- Be responsible for giving at least seven (7) day notice to all Town Committee members and State Central Committee members of the district of the time, place and purpose of all meetings
- Be a member of the Public Affairs sub-committee in accordance with Article 2 Section 15a
- Be responsible for providing a copy of these by-laws to each new member of the Town Committee

Treasurer ... shall

- Receive and deposit all funds in the name of the Marlborough Republican Town Committee in a bank of his/her choice, all disbursements to be approved by the Town Committee and all checks drawn on funds to require the signature of the Treasurer or the Chair
- Submit a report on the status of the treasury at each regular meeting
- Be responsible for filing reports of election expenses as required by state law
- Submit an annual written financial report to the Town Committee during the month of April with the Fiscal Year running from April 1st to March 31st.
- Be a member of the Fund-Raising sub-committee in accordance with Article 2 Section 15b

The presiding officer at any caucus, convention or Town Committee meeting shall cast a vote to break ties. This vote, if necessary, shall be in addition to any regular voting rights such presiding officer may have.

It shall be the duty of the Town Committee Chairman to call all required caucuses designating the time, place and day, by publishing the call in a newspaper having a significant circulation in the Town of Marlborough; said publication and circulation shall occur at least seven (7) days prior to the date of such caucus.

Section 10. Removal of Officers / Members

Any elected officer or member of the Town Committee may be removed by the affirmative vote of two-thirds of the entire authorized membership of the Town Committee at a meeting called for that purpose. The signatures of at least one third (1/3) of the members of the Town Committee shall be required on the written request to call such a meeting. Not less than seven (7) days written notice shall be given to the Town Committee members for a meeting called for removal of an officer or member.

Section 11. Executive Board

- a. The officers of the Town Committee shall constitute an Executive Board and meet in executive session as needed. Any necessary decisions between meetings shall be made by a majority vote of the Executive Board to vote on Town Committee matters. The Town Committee Chairman, or in his/her absence, the Vice Chairman, shall be empowered to cast a tie-breaking vote; this vote, if necessary, shall be in addition to any regular voting rights he/she may have. Any decisions made by the Executive Board shall be reported to the Town Committee at the next regularly scheduled meeting and approved by a vote.
- b. Consist of Five voting members with not less than one year membership to the RTC
- c. Members of the Executive Board will be chosen by the majority vote of the attending RTC members.

Section 12. Notice After Organization

Within one (1) week after the organization of the Town Committee, Chairman or the Secretary shall file with the State Central Committee the names and addresses of the officers and members of the Town Committee and the name and address of the Republican Registrar of Voters. The Secretary shall also notify the Secretary of the State of the names and addresses of the officers of the Town Committee. Any changes in the membership of the Town Committee or its officers shall also be filed with Republican State Central Committee.

Section 13. Meetings

a. Regular

A minimum of 10 regular meetings in-person or virtual of the Town Committee shall be held each calendar year. By vote of the Town Committee, a sanctioned Republican event may be substituted for a regular meeting.

b. Special Meetings

Special meetings of the Town Committee may be called by the Chairman when sufficient need exists. The Chair shall also be directed to call a special meeting within seven (7) days of receipt of a written request by a majority of the Town Committee members.

c. Notice

The Chairman shall instruct the Secretary to give all members of the Town Committee seven (7) day notice of each regular meeting if practicable, and one day's notice of any special meeting. Notice shall consist of the time, place and purpose of the meeting. Notice may take the form of phone calls and/or email.

d. Quorum

Seven (7) members shall constitute a quorum for a Town Committee meeting for the transaction of any business.

e. Opening of Meetings to the Public

Town Committee meetings shall be open to registered Republicans who may observe but not be heard unless invited to do so by the Town Committee. When circumstances require, the Town Committee may, by a majority vote of those present, elect to go into Executive Session.

f. Confidentiality

Officers, Members and Associate Members of the Marlborough Republican Town Committee are expected to maintain strict confidentiality in regard to any and all matters which are discussed during the course of Republican Town Committee meetings including Regular Meetings, Special Meetings, Sub-Committee Meetings and during Executive Sessions.

Section 14. Sub-Committees

All sub-committee chairs shall be appointed from within the membership by the Town Committee Chairman, with the approval of the Town Committee. The Chairman may also remove such sub-committee chairs, with the approval of the majority of the Town Committee members present at a meeting. Sub-committee chairs may recommend the size and makeup of their sub-committees subject to the approval of a majority of Town Committee members present at a meeting. The standing sub-committees shall include, but are not limited to:

- a. Public Affairs (Newspapers, Public Relations)
- b. Fund-Raising
- c. Voter Registration
- d. Candidate Recruitment

The sub-committee chairs will give sufficient notice to each member of their sub-committees of the time, date and location of each meeting.

The standing sub-committees may be established by the Town Committee Chairman within one month of his/her election. The Town Committee Chairman may inquire as to the actions of each sub-committee from its chair at the regularly held Town Committee meetings.

Temporary sub-committees may also be created by the Town Committee Chairman as the need arises.

Section 15. Sub-Committee Responsibilities

The following sub-committees shall be established in accordance with Section 14:

a. Public Affairs

This committee will coordinate the Town Committee's use of media for the improvement and projection of its public image.

b. Fund-Raising

This committee is responsible for proposing, preparing and managing fund-raising projects for the Town Committee be responsible for the management of approved fund-raising projects.

c. Voter registration

This Committee is charged with the responsibility of establishing and implementing methods for encouraging citizens to register Republican.

d. Candidate recruitment

This committee shall be responsible for finding and recruiting capable, qualified, and desirable candidates for public office and/or Town Committee membership. Recruitment of candidates shall be accomplished well in advance of the time they will be needed, and it should have more than one (1) potential candidate available, when possible, in order to give the Town Committee a choice. In addition to the committee's

own efforts, it should anticipate, accept and follow up leads from the membership at large. Nominations from the floor are encouraged. Every effort should be made to notify the Secretary of any vacancy on a Board or Commission in sufficient time to allow such information to be included on the agenda for the next meeting.

Section 16. Nominating Committee

The Town Chairperson may create a temporary sub-committee called the Nominating Committee for a specific purpose or period of time in accordance with Section 14 of these rules, such as, but not limited to filling vacancies in the Executive Board as defined in Section 11 or determining the slate for the Town Committee caucus.

Section 17. Campaign Sub-Committees

a. Formation of the Campaign Sub-Committee

During campaigns or elections for public office, a Campaign Sub-Committee may be appointed by the Town Committee Chairman and shall be comprised of from 5 to 7 Republican Town Committee members whose purpose shall be to promote and support Local, State and National Republican Party candidates.

b. Duties of the Campaign Sub-Committee

Should any member of the Campaign Sub-Committee feel they cannot support a Republican candidate or candidates endorsed for election, they shall decline to serve on the Campaign Sub-Committee or resign immediately from the Campaign Sub-Committee. Should any member of the Campaign Sub-Committee demonstrate through their actions, words or deeds that they do not support a Republican candidate endorsed for election, they shall be removed immediately from the Campaign Sub-Committee by the Town Committee Chairman or by a vote of the majority of the Executive Board.

Section 18. Party Endorsement

- a. The Republican party-endorsed candidates for Town offices and Judge of Probate shall be selected by caucus. It shall be the Town Committee's duty to present recommendations to that caucus. Nominations for such party endorsement shall be voted upon no later than the regular meeting immediately prior to the caucus. The results of this vote shall constitute an official Town Committee recommendation to the caucus.
- b. The RTC may have the option to endorse the same number of candidates as number of vote requested on the ballot.
- c. The option in section 18b paragraph will be determined by a majority vote of the RTC members present at a meeting one month prior to the caucus.

Section 19. Candidate Vacancies

The Executive Board shall be authorized to fill any candidate vacancies which may occur in party-endorsed candidacies for Town office or Judge of Probate before a primary or an election. However, at the Town Committee Chairman's option, such vacancies may be filled by a vote of the Town Committee membership at a regular or special meeting that has been appropriately called and warned.

Section 20. Vacancies in the Town Committee Membership

All vacancies in the Town Committee membership shall be filled from the Associate Membership, which shall have been appointed in accordance with Article 2 Section 7 of these By-Laws.

Nominations to fill vacancies shall be made at a regular meeting and multiple nominations for any single position are to be encouraged. Such nominations shall be identified in the agenda for the following regular meeting, during which the nominations will be voted upon. Four (4) Regular Meetings shall elapse from when an individual becomes an Associate Member, before the individual may be made a Regular Member.

Section 21. Vacancies on the Executive Board

Vacancies on the Town Committee's Executive Board shall be filled by a Town Committee vote at a regular meeting or special meeting which has been called for that purpose. The Town Committee Chairman shall be authorized to make temporary appointments to fill such vacancies during the interim period.

Section 22. Vacancies on Boards and Commissions

Nominations for recommendations to the Board of Selectmen to fill vacancies on Town Boards and Commissions shall be identified in the agenda for the next regular meeting, at which time the nominations will be voted on. However, if two-thirds of the members present at a meeting deem the situation to warrant immediate action, the recommendation may be voted on at that meeting.

Section 23. Convention Delegates

Delegates to the various conventions shall be selected by the Town Committee at a meeting called for that purpose. Each delegate shall designate an alternate delegate to act for him/her in his/her absence.

Section 24. Annual Audit

An annual audit of the books of the Treasurer of the Town Committee shall be conducted in April. This shall be done by three members of the Town Committee appointed by the Town Committee Chairman.

Section 25. Meeting Rules

Roberts Rules of Order shall prevail unless otherwise specified herein.

Section 26. Amendment of By-Laws

These By-Laws may be amended at a Town Committee meeting called for that purpose. A two-thirds vote of those present of the Town Committee is necessary to amend the By-Laws. Copies of proposed amendments are to be made available to enrolled Republicans through the Registrar of Voters. In accordance with State Statutes, a copy of the amended and approved By-Laws will be filed with the Secretary of the State. The amended By-laws shall become effective sixty days after they have been filed with the Secretary of the State.

Section 27. Review of By-Laws

The Town Chairman may appoint a temporary sub-committee to review the By-Laws and report to the Town Committee at least once every three (3) years.

Section 28. Supersede

Upon adoption, these By-Laws shall supersede all previous By-Laws of the Marlborough Republican Town Committee.

Section 29. Constitutionality Section

If any section, sub-section, paragraph, sentence, clause or phrase in these By-Laws shall for any reason be held to be invalid or unconstitutional by a decree or decision of any court of competent jurisdiction, such decree or decision shall not affect or impair the validity of any other section or remaining portion of these by-laws.

A copy of this revision of the Marlborough Republican Town Committee By-Laws was filed with the Town Clerk on June 12,2023.

