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RULES AND BYLAWS

Department of State
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OF THE

REPUBLICAN PARTY

OF PENNSYLVANIA

REVISED AS OF FEBRUARY 12, 2010

REPUBLICAN PARTY OF PENNSYLVANIA

HARRISBURG, PA

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I hereby acknowledge receipt of the revised Rules and Bylaws of the
Republican Party of Pennsylvania on March 4, 2010

Pedro A. Cortés
Pedro A. Cortés
Secretary of the Commonwealth

STATEMENT OF RULES, TITLE AND EFFECTIVE DATE

The Rules and Bylaws of the Republican State Committee of Pennsylvania, amended and restated as of September 8, 2007, are hereby further amended and restated below in their entirety as so amended. They shall be known as the "Rules and Bylaws of the Republican Party of Pennsylvania" (and referred to herein as the "Rules"). As specified by 25 P.S. §2834,¹ the Rules shall become effective on the date that a certified copy of the Rules is filed with the office of the Secretary of the Commonwealth.

ORGANIZATION OF THE STATE PARTY

Rule 1.1: Legal Structure, Status and Name

- a. The Republican State Committee of Pennsylvania shall be the state committee for the Republican Party in the Commonwealth of Pennsylvania, as recognized and provided for in §2834 of the Election Code.
- b. The Republican State Committee of Pennsylvania shall register the name, "Republican Party of Pennsylvania" with such governmental entities as provided for by law, and upon such registration it shall conduct all of its business and activities under this name. (Hereinafter, all references to the "State Party" in the Rules shall mean the Republican State Committee of Pennsylvania conducting its business as the Republican Party of Pennsylvania). The State Party shall take all reasonable steps necessary to protect its rights to the exclusive use of the name: "Republican Party of Pennsylvania" and in furtherance thereof, it may also register such derivatives of that name as necessary. The State Party shall also register the name, "Republican State Committee of Pennsylvania" with such governmental entities provided for by law.
- c. The State Party may incorporate under the laws of Pennsylvania as a non profit corporation.² It shall specify in its incorporation papers that it is the official state committee of the Republican Party of Pennsylvania pursuant to §2834 of the Election Code. At any time after it incorporates, the State Party may terminate its status as a non profit corporation, if a change in law or other circumstances, upon the advice of the State Party's General Counsel, merit such termination. Such a termination shall not affect the registration of the name, "Republican State Party of Pennsylvania" or any other registered names of the State Party.
- d. These Rules shall also constitute the Bylaws of the State Party, as required by the Non Profit Corporation Law. To the extent permitted by law, these Rules shall be the sole governing source for the State Party, and they shall take precedence

¹ Hereinafter, all references to 25 P.S. §§2600 *et. seq.*, shall be to the "Election Code" of Pennsylvania.

² The Pennsylvania non profit law currently in force is Nonprofit Corporation Law of 1988, and all references herein to this statute shall be to the "Non Profit Corporation Law."

of any provisions of the Non Profit Corporation Law to the contrary.

Rule 1.2: The Republican Party of the Commonwealth of Pennsylvania, which is a political party as defined in §2831 of the Election Code, shall consist of the following bodies:

- a. The State Party (i.e., the Republican State Committee under §2834 of the Election Code);
- b. The Leadership Committee of the State Party;
- c. The State Party Finance Committee;
- d. Republican County Committees, as defined in §2837 of the Election Code (the “County Committees”), and such subordinate committees of a County Committee as the rules of a County Committee shall provide;
- e. Such Committees of the State Party as may from time to time be recognized by the State Party Chairman;
- f. The six (6) Regional Republican Caucuses of the State Party as defined in Rule 9.1, below; and
- g. All validly registered Republican electors in the Commonwealth of Pennsylvania.

Rule 2.1: Purpose

The State Party shall be responsible for the general supervision, regulation and direction of the Republican Party of the Commonwealth of Pennsylvania; and shall possess, *inter alia*, all of the rights, powers and duties as provided for in §2834 of the Election Code.

Rule 2.2: Qualifications for State Committee Membership

Any validly registered Republican elector in the Commonwealth of Pennsylvania is eligible to serve as a member of the State Party, as provided for herein.

Rule 2.3: Membership

- a. The members of the State Party shall be composed of the following:
 - (i) The Republican County Chairman of each County Committee;
 - (ii) One member shall be elected from each county for up to the first 7,500 registered Republican electors in that county; and one additional member shall be elected from each county for every 15,000 registered Republican electors, or a majority fraction thereof, in excess of a base of 7,500 registered Republican electors. In addition to the foregoing, one additional member of the State Party shall be elected from each county for every 50,000 registered Republican electors. Computational examples of the application of this Rule are attached hereto and incorporated herein as

Rule 2.3 – Exhibit A. The members elected pursuant to Rule 2.3(a)ii shall be in addition to the membership of the County Chairmen as provided in Rule 2.3(a)(i). (A County Chairman shall not be entitled to be an elected member, as the County Chairman is a member by right of such position); and

(iii) The Elected Officers of the State Party, if they are not already members of the State Party as provided for in Rule 2.3(a)(i) or (ii).

b. Counties entitled under this Rule to two (2) or more elected members shall elect an equal number of male and female members except where a county is entitled to an odd number of elected members in which event the odd numbered elected member may be of either gender. Each County Committee shall advise its county board of elections of this requirement and the process by which it shall be implemented so that the ballots in the primary at which members are elected, shall properly advise the Republican electors in that county as to this requirement, and so that its county board of elections will issue the proper certificates of election.

c. The members of the State Party from each county shall be elected at large at the Primary (as that term is defined in §2602 of the Election Code), as provided for in Rule 2.4 below, held in the years in which the electors of the Commonwealth of Pennsylvania elect a Governor, commencing in the year 2010 (the “Gubernatorial Primary”), by the registered Republican electors in the county. A County Committee, by its rules, may provide for the election of said members by district (which districts must be clearly and unambiguously defined), in which event the members shall be elected at the Gubernatorial Primary by district by the registered Republican electors in the respective district.

d. The number of registered Republican electors, as reflected in the records of the county board of elections for the General Election (as defined in §2602 of the Election Code) of the immediately preceding even numbered year prior to the Gubernatorial Primary shall be used to determine the number of members of the State Party to which each county is entitled.

Rule 2.4: Term of Office

a. Transition Term: The elected members of the State Party shall serve for a two (2) year term, which shall commence on the first day after the Primary to be held in 2008 and shall expire on the day of the next Gubernatorial Primary held in 2010.

b. Commencing with the Gubernatorial Primary held in 2010, and thereafter, the elected members of the State Party shall serve a four (4) year term, which shall commence on the first day after the Gubernatorial Primary and shall expire on the day of the next Gubernatorial Primary.

Rule 2.5: Organizational Meeting

The members of the State Party shall meet not later than the sixth Wednesday following their election at such hour and place as shall be designated by the State Party Chairman and such meeting shall be referred to in these Rules as the "Organizational Meeting," as required by §2834 of the Election Code. Officers of the State Party that are required by these Rules to be elected by the members, shall not be elected at the Organizational Meeting, but shall instead be elected at an Election of Officers Meeting, as defined in Rules 2.6(b) and 3.3 below.

Rule 2.6: Additional Meetings

- a. The State Party shall meet in addition to the Organizational Meeting at such times as shall be provided for in accordance with these Rules and at the call of the State Party Chairman. In no event shall the State Party meet less often than twice a year, and one such meeting shall be designated as the annual meeting, as required by the Non Profit Corporation Law, if the State Party incorporates as a non profit corporation.
- b. In odd numbered years, immediately following a General Election in which the electors of the Commonwealth elect a Governor, the State Party shall meet no later than the sixth (6th) Saturday after January 1st of that year to elect Officers, as more fully described in Rule 3.3 below (the "Election of Officers Meeting").
- c. The State Party Chairman shall call a special meeting of the State Party at the written request of one-fifth of the members of State Party, which request and call shall state with specificity the business and agenda of such meeting. No business other than that specified in such request and call shall be transacted or considered at such special meeting.
- d. In case of the neglect or refusal of the State Party Chairman to call a special meeting of the State Party within ten (10) days after being requested to do so in the manner provided in subparagraph (c) of this Rule, any member of the State Party requesting the special meeting may issue the call for a special meeting and shall give notice thereof in the manner specified in these Rules.

Rule 2.7: Credentials Committee

The State Party Chairman shall appoint a Credentials Committee consisting of three members of the State Party, which shall resolve in advance of the start of the Organizational Meeting and any other meetings of the State Party held pursuant to these Rules (collectively, the "State Party Meetings"), any

challenges to the credentials of any member of the State Party seeking to participate and vote at State Party Meetings. Any decision of the Credentials Committee may be appealed to the State Party Chairman, whose decision shall be final.

Rule 2.8: Notice of Meetings and Participation in Meetings by Electronic, Telephonic, Videoconference and/or Internet Communication

a. Written notice of all meetings of the State Party shall be given by the Secretary by depositing the notice of the meeting in the mail, addressed to the State Party members at the address on file with the State Party for each member, postage pre-paid, at least fourteen (14) days prior to the date of the meeting. This notification shall be accompanied by an agenda and a summary of the minutes of the previous meeting. Such notice is effective on date of mailing, and receipt thereof by the member is thereby deemed presumed.

b. In the event of either a time deadline imposed by law or other exigent circumstances that requires the State Party to act in an expeditious manner as determined by the sole discretion of the State Party Chairman, any meetings of the State Party, except for the Organizational meeting described in Rule 2.5 herein, at the direction of the State Party Chairman may take place at which members of the State Party are present in either a single location (a "Single Location Meeting") or, in which all or some of the members of the State Party may be present in separate locations, but connected by teleconference, videoconference, electronic video screen, Internet, or similar electronic means, provided that all members participating are able to hear or perceive each other's comments simultaneously (a "Remote Access Participation Meeting").

- i. A Remote Access Participation Meeting shall be limited to no more than six (6) locations.
- ii. Participation in a Remote Access Participation Meeting pursuant to this Rule constitutes the presence in person of the member at that meeting if all of the following apply:
 - a. Each member participating in the Remote Access Meeting can communicate with all of the other members concurrently.
 - b. Each member is provided the means of participating in all matters before the Remote Access Meeting, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken at the meeting.
 - c. The State Party, using procedures specified by the State Party Chairman, can verify both of the following:

A member participating in the Remote Access Meeting is a member or a valid proxy holder for the member entitled to participate in the meeting; and

All actions of, or votes by, the State Party at a Remote Access Meeting are taken or cast only by the members and/or their proxies.

- iii. Attendance at the Organizational Meeting of the State Party, as specified in Rule 2.5 herein, must be at a Single Location Meeting in which the members are present in person or by proxy as provided for in these Rules.

Rule 2.9: Business at the Organizational Meeting

At the Organizational Meeting the State Committee shall:

- a. Elect, in accordance with Rule 7.1, a National Committeeman and National Committeewoman in years in which the President of the United States is to be elected; and
- b. Transact such other business as shall properly be brought before the meeting in accordance with these Rules.

Rule 2.10: Procedures at State Party Meetings

The order of business at meetings of the State Party shall be as follows:

- a. Call to order
- b. Roll Call of Members and Declaration of a Quorum. The Roll Call of Members may be waived by having the Credentials Committee conduct, prior to the start of the meeting, a registration of the members and proxy holders in attendance and reporting the attendance to the State Party Chairman.
- c. Reading, Correcting, and Approving minutes of the previous meeting.
- d. The Election of Officers of the State Party in the years in which Officers of the State Party are to be elected as provided for in Rule 3.3.
- e. Financial Matters.
- f. Leadership Committee Report.
- g. Report from National Committee.
- h. Other Committee Reports.
- i. Campaign Reports/Candidates.
- j. Reports of Auxiliaries (if any).
- k. Old Business.
- l. New Business (to include the endorsement of candidates, if applicable).
- m. Remarks by Elected Officials and other Guests.
- n. General Discussion.
- o. At the Annual Meeting the conduct of any business required by the Non Profit Corporation Law.
- p. Adjournment.

Rule 2.11: Quorum for State Party Meetings

A majority of the members of the State Party, or their proxies, shall constitute a quorum for the transaction of business at all State Party meetings. Once a quorum has been declared present for any meeting, business may continue to be transacted even though a majority of the members, or their proxies, are not present provided that at least one-third of the members of the State Party, or their proxies, are present.

Rule 2.12: Method of Voting at State Committee Meetings

All votes of State Party shall be by voice vote, the result of which are to be determined and announced by the State Party Chairman, unless a roll call vote is demanded by not less than five (5) members. When a roll call is demanded, the names of the members of State Party shall be called by county in alphabetical order and the member or the proxy for a member shall publicly announce his/her vote. The State Party Chairman is the last member called upon to vote and the State Party Chairman may abstain from voting, except in the event of a tie vote. The State Party Chairman shall appoint the tellers for all roll call votes.

Rule 2.13: Presiding Officer at State Party Meetings

The State Party Chairman shall preside at all meetings of the State Party. In the State Party Chairman's absence, the Vice Chairman shall preside, and in the absence of the Vice Chairman, the members of State Party, as the first order of business, shall elect one of the State Party members to preside as Chairman *pro tempore* for that meeting alone.

Rule 2.14: Proxies

All persons entitled to vote at meetings of the State Party shall have the right to substitute, by proxy, any registered Republican elector from the member's county. Such proxies shall be in writing, signed by the member appointing the proxy, and witnessed. No person may act as proxy for more than two other members and all proxies shall conform to this Rule. All proxies, to be effective, must be delivered to the State Party Secretary prior to the commencement of the meeting for which it has been issued.

Rule 2.15: Vacancies on the State Party Committee

In the event a vacancy, for any reason, shall occur with respect to the seat of any member of the State Party, the County Committee of the county in which the vacancy exists, shall fill the vacant seat with an eligible individual, as provided for in its bylaws or rules; or in the absence of such a provision, the County Committee Chairman shall fill the vacancy, and certify in writing to the Secretary of the Commonwealth and the State Party Chairman the name of the person so elected or otherwise selected.

Rule 2.16: State Party Committee Headquarters

The State Committee shall maintain a permanent headquarters at all times for the conduct of its affairs and convenience of its members. The maintenance of the same shall be paid for out of the Treasury of the State Party.

Rule 2.17: Parliamentary Authority

Robert's Rules of Order (Current Revised Edition) shall be the parliamentary authority on all questions not otherwise covered by these Rules. The State Party Chairman and each Chairman of a Committee of the State Party shall appoint a parliamentarian for each meeting.

OFFICERS

Rule 3.1: Officers

The following shall constitute the Officers of the State Party: Chairman (who shall also serve as the President of the Non Profit Corporation as required by law), Vice Chairman, Deputy Chairman, Treasurer, Assistant Treasurer, Secretary and Assistant Secretary. The Chairman and Vice Chairman shall be of the opposite gender.

Rule 3.2: Eligibility of Office

Any registered Republican voter in the Commonwealth of Pennsylvania shall be eligible to be elected and serve as an Officer of State Committee and the Officers need not be members of the State Committee.

Rule 3.3: Election

The Officers of the State Party, other than Deputy Chairman and Assistant Treasurer, shall be elected by the State Party at the Election of Officers Meeting. The State Party Chairman shall appoint the Deputy Chairman and Assistant Treasurer.

Rule 3.4: Term of Office

The Officers of the State Party, other than Deputy Chairman and Assistant Treasurer, shall serve a four (4) year term of office, commencing on the day of their election and continuing until their successors have been duly elected and qualified. Except, however, the term of the incumbent elected Officers of the State Party who are holding their positions on the date that these Rules are adopted, shall be extended and continue until the Election of Officers Meeting of the State Party to be held in 2009. This is to provide for a change in the timing of the election of Officers of the State Party so as not to hold such elections in years in which the President of the United States and/or the Governor of Pennsylvania are on the ballot for the November Election.

Rule 3.5: Compensation

The compensation to be paid to the Officers of the State Party shall be fixed by the Leadership Committee of the State Party in accordance with Rule 5.2.

Rule 3.6: Vacancies

- a. In the event of a vacancy occurring in the office of State Party Chairman, the Vice Chairman shall become Acting State Party Chairman and within ten (10) days of said vacancy, shall give notice of a meeting of the State Party in accordance with Rule 2.8, which meeting shall be scheduled no later than forty-five (45) days following the vacancy, the sole purpose of which shall be to elect a State Party Chairman, and if necessary a State Party Vice Chairman, to serve the balance of the term of the Chairman (and if necessary, Vice Chairman) caused by the vacancy. Notwithstanding the foregoing, if the vacancy shall occur within ninety (90) days prior to the next Election of Officers Meeting of the State Party, no special meeting shall be called and the Vice Chairman shall continue as Acting State Chairman until the election of a new State Party Chairman at the Election of Officers Meeting.
- b. In the event of a vacancy in any elected office of the State Party other than State Party Chairman, the State Party Chairman shall, within thirty (30) days of said vacancy, appoint an acting officer to serve until the next State Party Meeting, at which time the office will be filled by action of the the State Party to fill the balance of the term of said Officer.
- c. In the event vacancies should occur in the offices of both State Party Chairman and Vice Chairman, and no meeting shall have been called to elect a new State Party Chairman, any five members of the State Party may issue a call for a special meeting of the State Party at any time or place for the purpose of electing a new State Party Chairman and Vice Chairman, provided that at least fourteen (14) days written notice of such special meeting shall be given to all members of the State Party in the manner provided for in Rule 2.8. A State Party Chairman and Vice Chairman elected under this Rule shall serve for the unexpired term of the Officers whose vacancies are being filled.

Rule 3.7: Duties of State Party Chairman

- a. The State Party Chairman shall be the President and Chief Executive Officer of the State Party, and as such shall put into operation these Rules and all resolutions and mandates of the various committees of the State Party.

- b. The State Party Chairman shall: (1) appoint a Leadership Committee pursuant to Rule 4.1; (2) appoint a Finance Chairman; (3) appoint a Deputy Chairman; (4) appoint an Assistant Treasurer; (5) appoint the members of such other committees as are provided for by these Rules; and (6) cause a fidelity bond to be issued bonding all of the Officers and employees of the State Party.
- c. In case of any vacancies occurring in any committee where the State Party Chairman has the power of appointment, the State Party Chairman shall fill the same by appointment within thirty (30) days of the vacancy.
- d. The State Party Chairman shall appoint such committees as may be deemed necessary and appropriate for the conduct of the affairs of the State Party; and shall recognize six (6) Regional Republican Caucuses to be made up of members of the State Party from the Counties that make up such caucuses (as further defined in Rule 9.1 herein).
- e. The State Party Chairman shall be entitled to vote on all matters coming before the State Party.

Rule 3.8: Duties of Vice Chairman

The Vice Chairman shall assist the State Party Chairman as the State Party Chairman shall designate, and carry out the duties of the office of State Party Chairman in the event of a vacancy in that office in accordance with Rule 3.6 until the office of State Party Chairman has been filled. The Vice Chairman shall be entitled to a vote on all matters coming before the State Party.

Rule 3.9: Qualifications and Duties of Deputy Chairman

The Deputy Chairman, who shall be a registered Republican from a recognized minority group, shall be appointed by the State Party Chairman with the approval of the Leadership Committee of the State Party. The Deputy Chairman shall represent the interests of minority groups in the affairs of the State Party and promote interest and support among minorities in the Republican State Party.

Rule 3.10: Duties of Treasurer

The Treasurer of the State Party shall be custodian of all funds belonging to the State Party and shall pay the same out only under the direction of the State Party Chairman, in accordance with the provisions of Rule 5. The Treasurer shall keep an account of all funds received and paid out with the date of such receipts and payments, from whom received, to whom paid, and for what purpose, which account shall at all times be accessible to the State Party Chairman. In addition, those records will be made available upon written request, to any member of the State Party, during

normal business hours. The Treasurer shall establish a system for controlling the expenditures of the funds of the State Party so as to ensure that all expenditures are provided for in the budget. The Treasurer shall file with the appropriate authorities all statements and reports required by both State and Federal law. At the end of the Treasurer's term of office, the Treasurer shall turn over to the successor Treasurer all funds, books and other papers of the State Party in his possession. The Treasurer shall also serve as the Treasurer of all state and federal political action committees of the State Party, as required by law.

Rule 3.11: Duties of the Assistant Treasurer

The Assistant Treasurer shall be appointed by the State Party Chairman with the approval of the Leadership Committee and shall assist the Treasurer.

Rule 3.12: Duties of Secretary

The Secretary of the State Party shall attend the meetings of State Party and ensure that minutes of the proceedings are recorded.

Rule 3.13: Duties of Assistant Secretary

The Assistant Secretary of the State Party shall assist the Secretary, and serve as the Acting Secretary in the absence of the Secretary.

LEADERSHIP COMMITTEE

Rule 4.1: Composition of the Leadership Committee

The Leadership Committee shall consist of the following persons: The State Party Chairman, Vice Chairman, Deputy Chairman, Finance Chairman, National Committeeman and National Committeewoman. In addition to the foregoing, the following Republican incumbent individual office holders or their designees shall serve as members of the Leadership Committee: The Governor, Lt. Governor and United State Senators, Dean of the Republican Delegation to the U.S. House of Representatives, Attorney General, Auditor General, State Treasurer, Republican Leader in the State Senate, Republican Leader in the State House of Representatives, President of the Council of Republican Women, State Chairman of the Young Republicans, and one authorized representative from each of the six (6) Regional Caucuses (the "Ex Officio Members"). In addition, the State Party Treasurer, Assistant Treasurer, Secretary, Assistant Secretary and General Counsel shall be non-voting members of the Leadership Committee. In addition, the State Party Chairman shall appoint to the Leadership Committee six (6) members of the State Party and not more than eight (8) other individuals, who need not be members of the State Party. At no time shall the voting membership of the Leadership Committee exceed forty (40) persons. Only *Ex Officio* Members may appoint a designee to attend, participate and vote in

Leadership Meetings in their place, after first providing the State Party Chairman with advance notice of such appointment.

Rule 4.2: Duties

The Leadership Committee shall act at all times in an advisory capacity to the State Party and the State Party Chairman, and perform such other duties as specifically provided for in these Rules.

Rule 4.3: Meetings

The Leadership Committee shall meet at least once every three months and at such other times upon the call of the State Party Chairman. The meetings of the Leadership Committee may be conducted in accordance with rule 2.8(b). The State Party Chairman shall preside at all meetings of the Leadership Committee.

Rule 4.4: Reports

All recommendations of the Leadership Committee shall be reported to the State Party at its next meeting. The State Party, by majority vote of those members present or represented by proxy, shall accept or reject this report or any portions thereof. No recommendation of the Leadership Committee shall be implemented unless it has been accepted by the vote of the State Party. This Rule shall not apply to vacancies on the ticket for statewide offices being filled under Rule 10.1.

FINANCE COMMITTEE

Rule 5.1: Composition of the Finance Committee

The Finance Committee shall be composed of not less than twenty-five (25) members appointed by the Finance Committee Chairman with the consent of the State Party Chairman. The members of the Republican National Finance Committee from the Commonwealth of Pennsylvania shall be members of the Finance Committee and shall have the right to vote on all matters brought before it.

Rule 5.2: Duties of the Finance Committee

The State Party Chairman shall prepare an annual budget for the State Party by January 1 of each year and shall submit this annual budget to the State Party Finance Committee, which shall approve or modify said budget. Said budget, as approved or modified by the Finance Committee, shall then be presented to the membership of the State Party for its approval at the first State Party Meeting after the start of the calendar year. It shall be the responsibility of the Finance Committee to raise the necessary funds to meet the budget.

Rule 5.3: Budget Committee

The State Party Chairman, Finance Committee Chairman, and one other person who shall be appointed by the State Party Chairman shall constitute a Budget Committee to oversee the budget as approved by the Finance Committee and the State Party. The State Party Chairman, or his designee, shall prepare and submit to the Budget Committee a monthly a statement of income and expenditures to permit the Budget Committee to assure itself that there are no unauthorized expenditures or commitments.

Rule 5.4: Prohibition against expenditures not provided for in the approved budget

No obligations or expenditures shall be made, which are not provided for in the approved budget except upon approval by the Budget Committee. The aggregate total of such approvals shall not exceed ten (10) per cent of the annual budget.

Rule 5.5: Prohibition against borrowing funds or incurring debts

No Officer of the State Party or the State Party Finance Committee shall incur debt on behalf of either the State Party or the Finance Committee without the prior approval of the members of the Republican State Party and the State Party Finance Committee; provided, however, that the Budget Committee shall be entitled to approve borrowing not in excess of \$50,000 in any calendar year; and provided that the Budget Committee transmit in writing to the members of the State Party and the State Party Finance Committee the purpose for which the debt was incurred, and reasonable assurance that income will be received within six (6) months from date of obligation to repay the debt. It shall be the responsibility of the Finance Committee to raise the necessary funds to repay the debt. Debt as defined in this Rule 5.5 shall not include budgeted cash flow unbalances of 90 days or less.

COUNTY COMMITTEES

Rule 6.1: Local Rules

Each County Republican Committee shall adopt rules and bylaws, which shall not be inconsistent with the Rules of the State Party or law, to govern the operation of the party within their respective county. County Committees shall file copies of their rules and/or bylaws with the Secretary of the State Party and shall supply the names and addresses of members of their Committees. The County Committee's rules and/or bylaws will not be effective until they are filed with the Secretary of the State Party and the names and addresses of the members of the County Committee provided to the State Party, and a certified copy filed in the office of the county board of elections, as required by §2837 of the Election Code. Upon notification from the State Party Chairman that the County Committee's rules and/or bylaws are inconsistent with the State Party Rules and/or law, the County Committee shall take prompt steps to amend its rules and/or bylaws to make them consistent. This is a requirement of the Pennsylvania Election Code.

The State Party will assist the County Committees in the drafting and adoption of rules and bylaws, and to ensure that all County Committees adopt such rules and/or bylaws.

NATIONAL COMMITTEE MEMBERS

Rule 7.1: Election

At the Organizational Meeting of State Party in years in which a President of the United States is to be elected, the State Party shall select one male and one female registered elector of the Commonwealth of Pennsylvania to represent the Commonwealth of Pennsylvania on the Republican National Committee and shall instruct the State's delegation to the next succeeding Republican National Convention of the names of its selections. The State's delegation to the Republican National Convention, through its chairman, shall and must nominate the selections made by State Committee who, after election by the Republican National Convention, shall serve as members of the National Committee until the meeting of the National Committee elected by the succeeding national convention. Except as herein limited, any registered Republican elector of the Commonwealth of Pennsylvania shall be eligible for election to said office.

Rule 7.2: Vacancies

Any vacancy caused by death, resignation or otherwise in the offices of National Committee members from Pennsylvania shall be filled by the State Party Chairman with the advice of the Leadership Committee to serve until the next election for National Committee members as provided for in these Rules.

Rule 7.3: Committee Membership

The members of the National Committee from Pennsylvania shall be members of the State Party, the Leadership Committee of the State Party and the Finance Committee and shall have the right to vote on all matters coming before these Committees.

DELEGATES TO THE NATIONAL CONVENTION

Rule 8.1: Time and Method of Election

At the Primary Election in years which a President of the United States is to be elected there shall be elected by the registered Republican voters of each Congressional District in the Commonwealth of Pennsylvania three (3) delegates and three (3) alternates to the Republican National Convention plus such additional delegates and alternates as may be awarded for election in the Congressional District under Rule 8.2.

Rule 8.2: Additional District Delegates

From the total number of delegates and alternates apportioned to the Commonwealth of Pennsylvania under the Rules of the Republican National Convention a calculation shall be made by first deducting three delegates and three alternates for such Congressional District from the total number apportioned and then one-third of the remainder shall be determined. If one-third of the remainder is a number containing a fraction, the fraction shall be ignored and the whole number used. The number of delegates and alternates determined in this matter shall be awarded as additional delegates and alternates to be elected in those Congressional Districts qualifying for an additional delegate and alternate in the following manner

- a. Each Congressional District shall be ranked numerically in each of the following categories: (1) total reported vote³ for the Republican candidate in the immediately preceding election of President (2) total reported vote for the Republican candidate in the immediately preceding election for Governor, (3) total reported vote for the Republican candidate in the immediately preceding election for Congress; and (4) the per cent relationship of the total reported vote for the Republican candidate for President in the immediately preceding election to the Republican registration in the Congressional District
- b. The numerical rankings of each Congressional District in each of the foregoing categories shall be combined and the Congressional Districts then ranked numerically on a composite basis.
- c. The numbers of delegates and alternates available to be awarded as additional delegates and alternates as determined under this rule shall then be awarded, one delegate and one alternate per district, to the districts in accordance with their composite numerical ranking, beginning with the district having the lowest composite number, until the total number of additional delegates and alternates available have been awarded.

Rule 8.3: Delegates Elected by State Committee

The remaining two-thirds of the delegates and alternates apportioned to the Commonwealth of Pennsylvania, who are not elected by the Congressional Districts, shall be elected by the State Party at a meeting called for that purpose by the State Chairman.

Rule 8.4: Delegates and Alternates to Run at Large and Uncommitted

The delegates and alternates elected within the Congressional Districts shall run at large within the Districts and shall not be officially committed to any particular

³ For these purposes, the "total reported vote" shall be that as reported by the respective county board of elections from the official records of the county.

candidate on the ballot.

CAUCUSES

Rule 9.1: Regional Republican Caucuses

Each member of the State Party shall be a member of a regional Republican Caucus (“Regional Caucus”) based on either the county from which the member was elected or, for a County Committee Chairman, based on the county for which he/she is the Chairman (collectively, the “Caucus Members”). The members and County Chairman from any particular county shall belong to only one Regional Caucus. Six (6) Regional Caucuses shall be established based upon geographical location and each Regional Caucus shall provide the State Party Chairman with the names of the counties that compose the Regional Caucus as well as the membership of said Regional Caucus and any changes that occur in said membership. Each Regional Caucus may adopt bylaws to govern affairs of the Regional Caucus, which by laws shall not be inconsistent with these Rules (including, but not limited to, the provisions of Rule 9.2 herein) and/or the law.

Rule 9.2: Electing a Regional Caucus Chairman

Each Regional Caucus shall elect a Chair (or, if it chooses, two persons with each to serve as the Co-Chair) to preside at meetings of the Regional Caucus and to serve as the authorized representative of the Regional Caucus on the Leadership Committee as provided for in Rule 4.1 (the “Caucus Chair”). In the event a Regional Caucus elects two Co-Chairs, each Co-Chair shall only be entitled to cast one-half of one vote at Leadership Committee meetings.

- a. The Caucus Chair shall be elected by the majority vote of the Caucus Members at a meeting held for that purpose (the “Meeting to Elect a Caucus Chair”).
- b. Notice, minimum quorum requirements, method of voting (which may include voting by secret ballot), the presiding officer and the use of proxies at the Meeting to Elect a Caucus Chair, shall be as set forth in Rules 2.8, 2.11, 2.12, 2.13 and 2.14 of these Rules.
- c. The Caucus Chair shall serve a term as set forth in the Regional Caucus bylaws, but in no event shall such term exceed, four (4) years. Commencing with the Gubernatorial Primary to be held in 2010, each Regional Caucus shall elect a Caucus Chair at a Meeting to Elect a Caucus Chair to be held no later than the last day of September immediately following the Gubernatorial Primary of 2010. Thereafter, a Meeting to Elect the Caucus Chair shall occur on or before the date for which the current term of the Caucus Chair expires, or the event of a vacancy in the office of Caucus Chair, within forty-five (45) days of the occurrence of the vacancy (but only to fill the remaining term of the Caucus Chair). There are no limits on the number of terms that a Caucus

Chair may serve.

d. Unless the bylaws of a Regional Caucus require that the Caucus Chair be a member of State Committee, any qualified and registered Republican elector residing in the Regional Caucus may be elected as the Caucus Chair, and the Caucus Chair need not be a member of the State Committee.

e. Removal of the Caucus Chair by the Regional Caucus shall be governed by the procedures set forth in Rule 11.2 herein. However, the bylaws of Regional Caucus may provide that the vote in favor of removal of the Caucus Chair must exceed a specified fraction greater than two-thirds of the Caucus Members or their proxies present and voting at a meeting called for such purpose.

VACANCIES

Rule 10.1: Vacancies on Ticket for Statewide Offices

In the event of a vacancy occurring on the Republican ticket after a Primary Election for any office to be voted for by the electors of the Commonwealth at large, the vacancy shall be filled by the State Party, which shall have full authority to make and certify said nomination by a majority vote of the members present in person or by proxy at a meeting called for this purpose. Except, that in the event a vacancy occurring less than three weeks before the last day provided by law to file a substitute nomination, the Leadership Committee shall have full authority to make and certify a substitute nomination.

Rule 10.2: Vacancies on Ticket for Offices to be Elected by More Than One County But Less Than Statewide

In the event of a vacancy occurring on the Republican ticket in any congressional, state senate, representative in the general assembly or judicial district composed of more than one county, but less than State-wide, the vacancy shall be filled by conferees, selected by the County Committees of the counties representing the district in which said vacancy occurs, with the requirement that all such conferees must be registered Republican electors in said district. Each County Committee in the district shall be entitled to at least one conferee. In counties in which more than one thousand votes were cast for the nominee of the Republican State Party for President at the last preceding Presidential election, an additional conferee shall be chosen for each additional thousand votes, or majority fraction thereof. The meeting of the conferees shall be held at such time and place, and according to such rules of procedure, as shall be fixed by the State Party Chairman and shall be presided over by the State Party Chairman or his designee.

Rule 10.3: Procedure in Naming Conferees

In the event any County Committee, after having been notified of a Conference for filling of a vacancy pursuant to Rule 10.2 fails to name conferees, the State Party Chairman is hereby authorized, after consultation with the Chairman of the County Committee, to select an appropriate number of conferees to represent such county at the designated meeting.

Rule 10.4: Vacancies on Ticket for Offices to be Elected by no More Than One County

In the event of a vacancy occurring on the Republican ticket in any congressional, state senate, representative in the general assembly or judicial district, composed of no more than one county or in any municipality or subdivision thereof, the members of the County Committee representing the district or the portion thereof in which said vacancy occurs shall fill said vacancy unless the rules of the County Committee provide otherwise.

Rule 10.5: Vacancies for Statewide Offices

If a vacancy for any cause shall occur in an elective public office, which is voted for by the electors of the Commonwealth at large, and the Pennsylvania Election Code provides that nominations by political parties are to be made in accordance with State Party rules, a nomination to fill said vacancy shall be made in the same manner as provided for by rule 10.1 to fill vacancies on the Republican ticket

Rule 10.6: Vacancies for Offices to be Elected by More Than One County but Less Than Statewide

If a vacancy for any cause shall occur in any elective public office in any congressional, state senate, representative in the general assembly or judicial district composed of more than one county, but less than statewide, and the Election Code provides that nominations by political parties are to be made in accordance with State Party rules, a nomination to fill said vacancy shall be made in the same manner as provided for by Rule 10.2 to fill vacancies on the Republican ticket

Rule 10.7: Vacancies for Office to be Elected by No More Than One County

If a vacancy for any cause shall occur in an elective public office in any congressional, state senate, representative in the general assembly or judicial district composed of no more than one county, and the Election Code provides that nominations by political parties are to be made in accordance with State Party rules, a nomination to fill said vacancy shall be made in the same manner as provided in Rule 10.4 to fill vacancies on the Republican ticket

REMOVAL

Rule 11.1: Grounds and Procedures for Removal

Whenever it shall appear that any member of the State Party, Leadership Committee, Finance Committee, National Committeeman or National Committeewoman, delegate or alternate delegate to a Republican National Convention, Officer of the State Party, or Caucus officer or member, is charged with not being a qualified Republican elector, or opposes the Republican State Party or any Republican Party candidate for office in either a Municipal, General Election or Special Election, or who neglects or refuses to attend the duties of office (which for members shall include two un-excused absences, as determined by the State Party Chairman, of attendance at State Party meetings in any given year, the State Party Chairman shall appoint a committee of three (3) qualified Republican electors to investigate such charges. The committee shall notify the person so charged of the time and place of hearing, and if upon investigation it finds such charges to be true and correct, it shall so report in writing to the State Party Chairman, who, in the case of a member of the National Committee or delegate or alternate delegate to a National Convention, shall notify the National Committee. In the case of a member of State Party, the State Party Chairman shall declare the office vacant and notify the Chairman of the County Committee in which the said member resides of the vacancy. In the case of a member of the Leadership Committee or the Finance Committee, the State Party Chairman shall declare the office vacant and appoint another qualified person to fill the unexpired term.

Rule 11.2: Removal of Officers

The elected Officers of the State Party may only be removed from office by a vote in favor of removal cast by two thirds of the State Party members or their proxies present and voting at a meeting called for such purpose, and provided that notice of the proposed action to vote on the removal of an elected Officer of the State Party has been given in the written notice of the meeting.

AMENDMENTS AND SUSPENSION OF RULES

Rule 12.1: Procedure for Amendment to the Rules

These Rules may be amended from time to time by a two-thirds vote in favor of the amendments cast by the members of the State Party or their proxies present and voting at any meeting of the State Party, provided that notice of the proposed amendment to said Rules has been given in the written notice of the meeting. The Rules, as so amended, will be effective upon a certified copy being filed with the office of the Secretary of the Commonwealth, as provided for in the Election Code.

Rule 12.2: Suspension of Rules

These Rules may be suspended at or during any State Party Meetings by the affirmative vote of three-fourths of the members of the State Party or their proxies present and voting at any meeting of the State Party.

RESOLUTIONS

Rule 13.1: Procedure for Presenting Resolutions

Any member of the State Party may propose a resolution to be considered for adoption by the State Party (“Proposed Resolution”).

- a. In order to be considered in any manner at the next scheduled meeting of the Resolutions Committee and/or the State Party, the Proposed Resolution must be signed by the member(s) proposing it and dated and be submitted to the State Party Chairman no later than one (1) business day before the Notice of Meetings requirement of Rule 2.8. The State Party Chairman shall transmit a copy of the Proposed Resolution to the Resolutions Committee, and to every member of the State Party Committee in accordance with Rule 2.8.
- b. Prior to the State Party meeting, the Resolutions Committee shall meet to consider the Proposed Resolution before reporting it to the floor at the State Party meeting. For each Proposed Resolution, the Resolutions Committee shall make either: a favorable recommendation, unfavorable recommendation, no recommendation, or a recommendation that no action be taken on the resolution. The Resolution Committee may also suggest amendments to the Proposed Resolution in its report to the floor of the State Party meeting.
- c. Any member who submits a Proposed Resolution, conforming to Rule 13.1 (a) above, is entitled to be heard before the Resolutions Committee and the State Party at the meeting. The State Party Chairman may set time limits and other rules for the debate and discussion on such resolution.
- d. Proposed Resolutions of Commemoration, Commendations, In Memoriam and/or Expressions of Gratitude, at the sole discretion of the State Party Chairman, may be considered at a State Party meeting even if submitted after the time frame of Rule 13.1(a) above.

Rule 13.2: Resolutions Committee

The Resolutions Committee is to be composed of members of the State Party. Each Regional Republican Caucus shall elect up to twenty (20) percent of its members to serve on the Resolutions Committee. The members of the Resolutions Committee

shall elect their own Chairman and Vice Chairman. The State Chairman and Vice Chairman, and the National Committee members, are ex officio members of the Resolutions Committee.

Endorsement of Candidates Seeking Office on the Statewide Ballot by the State Party

Rule 14.1: Rules of Procedure for the Endorsement Process

At State Party Meetings at which the endorsement of a candidate seeking office as a Republican candidate on the statewide ballot at any Primary, Special and/or General Election is being considered, the procedures that will govern the consideration of the endorsement will be those as set forth on Rule 14.1 – Exhibit B, attached hereto and made a part hereof, and they shall be known as the “Rules of Procedure Governing the Endorsement of Candidates on the Statewide Ballot”.

Rule 14.2: Consideration of Endorsement

Nothing in these Rules shall require that the State Party endorse a candidate seeking office as a Republican on the statewide ballot at any Primary, Special or General Election.

Miscellaneous

Rule 15.1: Construction

All references in these Rules to a specific gender, unless otherwise specifically required, shall include male and female.

Rule 15.2 Severability

If any provision of these Rules is determined to be invalid as a matter of law, such a determination shall not affect the validity of any of the other provisions of these Rules, which shall remain in full force and effect.

Rule 2.3 – Exhibit A

Illustrative Application of Rule 2.3(a)

Example calculations to compute the number of members to be elected to the State Party by a County pursuant to Rule 2.3

[The examples below use hypothetical numbers.]

County with 211,000 Republican electors

1 member for first 7,500 Republican electors:	1
1 member for each increment (or majority fraction thereof) of 15,000 Republican electors in excess of 7,500 [211,000 – 7,500 = 203,500 203,500 ÷ 15,000 = 13.566]:	14
1 member for every 50,000 Republican electors [211,000 ÷ 50,000 = 4.22]	4
Total members to be elected from the County:	19

County with 42,000 Republican electors

1 member for first 7,500 Republican electors:	1
1 member for each of the increment (or majority fraction thereof) of 15,000 Republican electors in excess of 7,500 [42,500 – 7,500 = 35,000 35,000 ÷ 15,000 = 2.33]:	2
Total members to be elected from the County:	3

County with 10,500 Republican electors

1 member for first 7,500 Republican electors	1
1 member for each increment (or majority fraction thereof) of 15,000 in excess of the first 7,500 [10,500 – 7,500 = 3,000]:	0
Total members to be elected from the County:	1

Rule 14.1 - Exhibit B

Procedures for Endorsement of Candidates for Statewide Office by the Republican Party of Pennsylvania

1. The question of the whether Republican Party of Pennsylvania shall endorse a candidate for a particular statewide office shall be taken up at the time the Chairman announces that the meeting is open to nominations for the particular office. At that time the Chairman will ask if there is a motion as to whether or not the State Party shall endorse a candidate for each particular statewide office (the "Motion to Endorse"). A Motion to Endorse, duly seconded, will then be voted upon in accordance with Rule 2.12 and 2.14 of the Rules and Bylaws of the Republican State Party of Pennsylvania. A Motion to Endorse does not have to include all of the statewide offices subject to endorsement and the State Party does not have to endorse candidates for all of the eligible offices. In order to pass, a Motion to Endorse must receive a majority (not a plurality) of the votes cast in person or by proxy. [A vote to abstain or a vote of "present" or some similar derivative is included in the total number of votes cast for the purposes of determining the majority needed to pass the Motion to Endorse. For the purposes of these rules, a "majority" is defined as fifty percent of the votes cast plus one.]
2. If a Motion to Endorse does not pass, then there shall be no endorsement of a candidate for that particular office at that meeting.
3. If a Motion to Endorse has passed, the Chairman will call for the endorsement of candidates in the order to be determined by the Chairman. Nominations will be considered at this time.
4. The Chairman shall preside over the nominations, endorsements and balloting and perform the role of Judge of Elections as well.
5. Balloting for each office immediately will follow the close of nominations from the floor for each office. The nominations and balloting for each office will be completed before nominations for the next office begin.

6. Nominating speeches will be allotted a total of two minutes for each candidate. Seconding speeches will be allotted a total of one minute. No candidate may speak in support of his/her own endorsement at any time. There must be a nomination and one second for a candidate to be considered for endorsement. No more than two seconding speeches per candidate will be allowed.
7. Once the nomination process begins, only nominating and seconding speeches for the candidates for the respective offices will be in order. Unless otherwise determined by the Chairman, other motions and/or business from the floor will be ruled out of order until the vote on the endorsements is complete.
8. Once nominations are closed for the respective office, the vote will take place. If there is more than one statewide office on the ballot, at the conclusion of the vote on the first endorsement, the Chairman will open the floor for nominations for each other statewide office on the ballot.
9. The Chairman will appoint tellers to tabulate the votes. The Secretary and/or the Assistant Secretary of the State Party shall call the roll of members in the event of a roll call vote.
10. Proxies for members must be registered as provided for in the Rules and Bylaws of the Republican Party of Pennsylvania before the start of the meeting in order for them to be cast as part of the endorsement process. Voting by proxy will be done by announcing the name of the member of the State Party followed by the name of the person holding the proxy for said member, and only such person whose name has been registered as holding the proxy for the member will be permitted to vote the proxy. As provided in the State Party Rules, no person may vote more than two proxies. If the Secretary and/or the tellers report that a proxy has not been registered or, if registered, is deemed invalid, then the proxy vote may not be cast.
11. In order to receive the endorsement, a candidate for an office must receive a majority (not a plurality) of the total votes cast in person or by proxy. Any abstentions or votes announced "present" or any derivatives thereof will be counted towards the total for which the majority must be obtained.

12. Voting shall be as provided for in Rule 2.12 of the State Party Rules. Each member or proxy will be able to cast the number of votes equivalent to the number of candidates for which an elector can cast ballots for that office in the applicable Primary, Special or November Election. [For example, if the electors of the Commonwealth can vote for two Justices of the State Supreme Court in the applicable election, then each member or proxy will be able to cast two ballots for the endorsement process for that office. Since the electors of the Commonwealth can only cast one vote for Governor in an applicable election, then each member or proxy will be able to cast just one ballot for the endorsement process for that office.] During the vote, members will cast all votes for that office at once, but a member or proxy may not cumulate its votes and a member or proxy may cast no more than one vote for a single candidate for the office. All votes (whether by voice or roll call vote) must be publicly cast in a clear and audible voice and announced such that it can be properly recorded. Tellers may ask a member to repeat a vote if necessary to ensure accuracy.
13. Any candidate for office that receives a majority of the votes needed for endorsement will be declared an endorsed candidate by the Chairman.
14. For statewide offices for which multiple candidates will be elected, only candidates who receive a majority of the votes cast on the first ballot will be deemed endorsed. If necessary the Chairman will call for successive rounds of balloting for any remaining candidates. If successive rounds of balloting are required, then each member or proxy will be able to cast the number of votes equivalent to the number of candidates remaining to be endorsed for that office. For example, if the electors of the Commonwealth can vote for two Justices of the State Supreme Court in the applicable election, and one candidate has already been endorsed by the State Party for that office in a preceding ballot, then each member or proxy will be able to cast only one ballot for the endorsement of a second candidate for that office in a successive round of balloting.
15. After the first round of balloting, if the number of candidates entitled to be endorsed does not receive a majority of the votes cast, the

Chairman shall have the sole authority in any successive rounds of balloting to remove the candidate receiving the lowest number of votes in the prior round from further consideration before another vote is taken.

16. Any candidate may withdraw his or her name from nomination by notification to the Chairman at any time prior to the announcement of the endorsement results from ballots.
17. Following the endorsement vote, the endorsed candidate(s) will be allowed to address the State Party.

REPUBLICAN PARTY OF PENNSYLVANIA

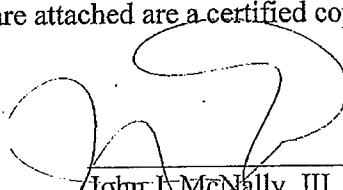
The Duly Organized State Committee of the Republican Party of Pennsylvania
pursuant to 25 P.S. § 2834

CERTIFICATION OF RULES AND BY LAWS

In the Republican State Committee of Pennsylvania assembled, the attached amended and restated Rules and By Laws of the Republican Party of Pennsylvania (the "Rules") were unanimously adopted at a meeting held on February 12, 2010 at which a quorum of the Members of the Republican State Committee were present and voting in person and/or by proxy (the "Meeting"). These Rules replace the prior version of these Rules, dated September 8, 2007.

I hereby certify that these Rules that are attached are a certified copy of the Rules as adopted at the Meeting.

Date: 3/3/10


John J. McNally, III, Secretary

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