

Passaic County Regular Republican Organization, Inc.
BYLAWS

PREAMBLE

The following Bylaws were adopted by the members of this Organization for its proper government and the regulation of its affairs in order to strengthen the effectiveness of the Organization in promoting the election of Republican public officials responsible to the Republican voters of Passaic County.

I. NAME

The official Passaic County Republican Committee established by Title 19 of the New Jersey Statutes shall be known as The Passaic County Regular Republican Organization, Inc., and may be referred to by its commonly used abbreviation, "PCRRO". From time to time, the name of the official Passaic County Republican Committee established by Title 19 of the New Jersey statutes may be changed by a majority vote of the Executive Board as defined herein.

II. OBJECT

The objectives of this Committee shall be to further the cause of the Republican Party in Passaic County, New Jersey, and to maintain, advocate, and promote the principles of the Republican Party through its members and elected representatives, as enunciated by the Republican Party of the United States; to resist and oppose political corruption; to engage the interest and activity of all voters within Passaic County in support of the objectives of the Republican Party, so that the administration of government shall continuously improve through the medium of the party, for the betterment of all the people; to encourage and support the election of qualified Republican candidates to elective office at all levels of government in accordance with the law; to represent the wishes and interests of the Republican voters of Passaic County, and to act on behalf of the Republican voters of the Passaic County where authorized and empowered by the law to do so.

III. STRUCTURE

A. COUNTY COMMITTEE

The County Committee shall consist of two persons, preferably one male and one female, representing each election district in each of the sixteen (16) municipalities comprising Passaic County. Members shall be elected in a Republican Primary Election by the Republican voters of that district or otherwise designated in accordance with the law and these Bylaws. To qualify to represent an election district as a Republican County Committee member an individual must be a registered Republican voter residing in the district they represent and must conduct themselves in accordance with these Bylaws. Beginning with the Primary Election held in 2025, the term of office for County Committee members shall be four (4) years, commencing upon their qualification following the election and continuing until their successors are

elected and qualified. Any person appointed to fill a vacancy must meet all qualifications as set forth herein and shall serve for the remainder of the unexpired term, so long as they remain qualified.

B. EXECUTIVE BOARD

The Executive Board shall consist of:

- (1) the Chairperson and the Vice Chairperson duly elected by the County Committee in accordance with these Bylaws;
- (2) the two (2) members of the New Jersey Republican State Committee, one male and one female, elected by a majority vote of the elected or appointed Republican County Committee members of Passaic County present at a duly noticed meeting in the year in which the Governor is to be elected, in accordance with the Rules of the New Jersey Republican State Committee;
- (3) the Finance Chair appointed by the County Chairperson with the advice and consent of the Executive Board in accordance with these Bylaws;
- (4) the Chairperson of the Passaic County Young Republicans;
- (5) the sixteen Municipal Chairpersons of each Republican Municipal Committee within Passaic County, as duly designated in accordance with these Bylaws;
- (6) all Republican elected officials holding County-wide constitutional office (County Commissioners, County Clerk, Surrogate, and Sheriff) and all Republican elected officials holding State or Federal office who reside in Passaic County.

All members of the Executive Board shall serve ex officio and remain qualified members only for the duration of their tenure in the office entitling them to Executive Board membership.

C. BOARD OF GOVERNORS

The Board of Governors shall consist of:

- (1) all members of the Executive Board;
- (2) all officers of this Organization, as specified herein;
- (3) all Republican elected officials currently serving in State and Federal office who represent any portion of Passaic County, regardless of whether they were elected or appointed to fill a vacancy, and who do not reside in the County; and
- (4) all Republican mayors of Passaic County municipalities, regardless of whether the municipality holds partisan or nonpartisan elections, and regardless of whether the individual was elected or appointed to fill a vacancy.

All members of the Board of Governors shall serve ex officio and shall remain qualified members only for the duration of their tenure in the office entitling them to Board membership.

D. COUNTY CHAIRPERSON AND VICE CHAIRPERSON

There shall be a Chairperson, who shall serve as the Chief Executive Officer of the Organization, with such duties and authority as are set forth herein, and a Vice Chairperson, who shall be of the opposite sex from the Chairperson, as required by law.

The Chairperson and Vice Chairperson shall be elected by a majority vote of the County Committee at its reorganization meeting, which shall be held no later than the third Saturday following the certification of the results of the primary election in the year County Committee members are elected. If the scheduled date falls on a legal holiday, a municipal runoff election day, or during a period of religious observance, the meeting may be held on the next available day, but in no event later than the third Tuesday following certification of the election results.

The Chairperson and Vice Chairperson must be registered Republican voters who are residents of Passaic County. The Chairperson and Vice Chairperson shall serve terms concurrent with that of the County Committee or until their successors are elected and qualified.

Any individual who wishes to be a candidate for Chairperson and Vice Chairperson shall submit a joint written notice of intent to run as a slate to both the Secretary and General Counsel of the Organization no later than 4:00 p.m. on the day of the primary election. If only one such notice of intent is received by the deadline, the slate shall be deemed uncontested, and the election shall be conducted by voice vote and affirmed by acclamation of the members present.

If more than one slate is nominated, the election shall be conducted by secret ballot, utilizing a voting machine if practicable, or by paper ballot if not. Each County Committee member shall be entitled to one vote and must be present in order to vote. The requirement for a secret ballot may not be waived under any circumstances, except where there is only one candidate slate for the office.

Notice of the reorganization meeting shall be provided in writing by the Chairperson no later than forty-eight (48) hours prior to the scheduled meeting. For the purposes of these bylaws, "mailed" notice shall include any verifiable written method of delivery, including but not limited to first-class mail, email, or other electronic communication to provide actual notice to each member and member-elect.

The Chairperson of the outgoing County Committee shall transmit a copy of the Organization's bylaws to each newly elected County Committee member together with the notice of the reorganization meeting. The Chairperson shall also provide a copy of the constitution and bylaws within forty-eight (48) hours of receiving a written request by certified mail from any elected or appointed County Committee member, and within three (3) business days to any individual appointed to fill a vacancy pursuant to law.

E. STATE COMMITTEE MEMBERS

There shall be two (2) members of the New Jersey Republican State Committee, one male and one female, who shall be registered Republican voters residing in Passaic County. These members shall represent the Organization on the State Committee and shall be elected by a majority vote of the elected or appointed members of the Passaic County Republican County Committee present at the Candidates Forum meeting convened pursuant to Article VI, Section D(1) of these Bylaws in the year in which the Governor is to be elected.

If more than one slate is nominated, the election shall be conducted by secret ballot, utilizing a voting machine if practicable, or by paper ballot if not. Each County

Committee member shall be entitled to one vote and must be present in order to vote. The requirement for a secret ballot may not be waived under any circumstances, except where there is only one candidate slate for the office.

Each duly elected State Committee member shall take office on the date that the official results of the primary election are certified and shall serve for a term of four (4) years thereafter or until their successor is elected and qualified. The County Committee shall provide written certification of the election to the Secretary of the State Committee within fourteen (14) days of said election, and the Secretary of the State Committee shall provide each elected member with a Certificate of Election.

In the event of a vacancy in the office of State Committee member, the unexpired term shall be filled by majority vote of the elected or appointed members of the County Committee present at a duly noticed meeting. For purposes of this paragraph, "duly noticed" shall mean notice provided in writing at least forty-eight (48) hours prior to the meeting, and "mailed" shall include any verifiable written method of delivery, including but not limited to first-class mail, email, or other electronic communication intended to provide actual notice to each member. Certification of the result shall be transmitted to the Secretary of the State Committee within fourteen (14) days, and the Secretary shall issue a Certificate of Election for the unexpired term.

F. OFFICERS

There shall be a Secretary, a Treasurer, a Finance Chair, and legal counsel to the Organization, consisting of a General Counsel and an Assistant Counsel, all of whom shall be appointed by the Chairperson with the advice and consent of the Executive Board. These officers shall serve terms concurrent with that of the Chairperson, shall serve at the pleasure of the Chairperson, and shall continue to serve until their successors are appointed and qualified. Officers shall perform such duties and exercise such powers as may be set forth in these Bylaws or otherwise assigned by the Chairperson.

G. DISQUALIFICATION FROM SERVICE ON THE EXECUTIVE BOARD

No person shall be qualified to serve as a member of the Executive Board who is otherwise unqualified to vote, or is presently disenfranchised from voting as a result of the operation of law.

IV. OPERATION

The day-to-day operations of the Organization shall be managed and directed by the Chairperson, with the assistance and advice of the officers, in accordance with these Bylaws and with the direction and policy established by the Executive Board and the County Committee, as expressed in resolutions adopted by a majority of those present at a duly announced meeting.

The Chairperson and the officers shall meet at least every other month with the Executive Board at a duly announced meeting to report on and discuss actions taken during the preceding period and receive the advice and input of the Executive Board.

In the event that the Executive Board, by a vote of two-thirds (2/3) of its members, disapproves of an action or decision made by the Chairperson or any officer, that action or decision shall either be rescinded or modified in accordance with the Executive Board's wishes. Alternatively, within two (2) weeks of such disapproval, the Chairperson may convene a meeting of the Board of Governors to consider the matter. At such meeting, the Board of Governors shall hear the dispute and determine whether to adopt the position of the Chairperson or the Executive Board. If the Board of Governors is unable to resolve the matter or determines that broader input is warranted, it may direct that a special meeting of the full County Committee be convened to decide the issue. In such event, the County Committee shall convene to hear debate on the issue and shall issue a final and binding determination through the adoption of a resolution by a majority vote of those present and voting.

V. CORPORATE INTERESTS

The Organization by and through a majority vote of the Executive Board, for the purposes of owning and or preserving a slogan(s) and or official designation(s) in accordance with Title 19 of the relevant New Jersey statutes, shall be permitted to acquire, establish incorporate and or maintain corporate entities and or intellectual properties.

In the event the Organization obtains a corporate interest in accordance with Article V of these bylaws, the County Chairperson, County Vice Chairperson and Treasurer shall be designated as the sole trustees of said corporation(s) and shall hold such positions in those corporations only during the terms of their official party positions in this Organization established by Title 19 of the New Jersey Statutes. Any vacancy however caused in the official party position of County Chairperson, County Vice Chairperson and or Treasurer in the Organization, shall contemporaneously constitute a vacancy in the trusteeship of the any and all such corporate entity(ies) and the successor(s) to such official party position(s) shall also serve as successor(s) trustees to the corporate entity(ies).

VI. SLOGAN/SELECTION

It is recognized and acknowledged that candidates for election in a Republican Primary may seek to utilize the name of this Organization, including any corporate entities owned or controlled by this Organization, including but not limited to the "Passaic County Regular Republican Organization, Inc.", "PCRRO Inc." and/or any other name, slogan, identity or interest associated with this Organization as their slogan in accordance with Title 19 of the New Jersey Statutes.

It is the intent and determination of this body that the name(s) of this Organization, any corporate entities owned or controlled by this Organization and any other names identified with this Organization are the property of the Passaic County Regular Republican Organization, Inc. and may only be utilized in accordance with the procedures specified herein and as may be directed by the Organization.

Any candidate desirous of utilizing the slogan "PCRRO", "Passaic County Regular Republican Organization Inc.", or any other name, slogan, identity or interest

associated with this Organization (hereinafter “party slogan”) must, as a condition precedent to such utilization, agree to abide by such procedures and direction. This shall also apply to any slogan or designation that is substantially similar in name, acronym, appearance, or implication to one used by this Organization in any prior election, unless express written consent is provided by the Chairperson with the advice and consent of the Executive Board. The Chairperson is hereby authorized to take any and all actions, including but not limited to legal action, necessary to defend the rights of the Organization to these slogans and any substantially similar names, slogans, or designations.

A. MUNICIPAL COMMITTEE CANDIDATES

The determination of which candidates for County or Municipal Committee shall be entitled to utilize the party slogan in a primary election shall rest solely with the unencumbered discretion of the Municipal Leader of the respective municipality, provided that such candidate shall be otherwise qualified for the office in accordance with applicable law and these Bylaws. The authority of the Municipal Leader in this regard shall not be subject to limitation or review, and any such determination shall be final and binding on upon this Organization.

B. CANDIDATES FOR MUNICIPAL OFFICE

The determination of which candidates for municipal office shall be entitled to utilize the party slogan in a primary election shall be made by the Municipal Committee of the municipality, which shall establish and follow its own procedures for making such determination. Such determination shall be conveyed and certified in writing by the Municipal Committee or its designee to the County Chairperson. However, if the Municipal Committee selects a candidate other than a duly elected incumbent Republican officeholders seeking re-election, the Executive Board of the Organization may, by majority vote, override that selection and designate the incumbent to receive the party slogan if it determines, in its sole discretion, that doing so is in the best interest of the Organization. The decision of the Executive Board in such matters shall be final and binding.

C. CANDIDATES FOR COUNTY-WIDE OFFICE

The determination of which candidates for county-wide office shall be entitled to utilize the party slogan in a primary election shall be made by the Executive Board in accordance with the following procedure:

(1) CANDIDATES FORUM

No less than ten (10) and no more than ninety (90) days prior to the date set under New Jersey law for submission of petitions for candidacies in the Republican Primary Election the Chairperson shall convene a meeting of the Organization for the purpose of screening candidates for election to public office desirous of running in the Republican Primary utilizing the party slogan.

In the year of the gubernatorial election, this forum shall also include the election of State Committee members in accordance with these Bylaws. All interested candidates must submit a written request addressed to the

Chairperson and containing a résumé of biographical and other pertinent information. Each candidate shall be provided with an opportunity to address the meeting under rules set by the Chairperson to provide equality of opportunity to each and every candidate for presentation. Each candidate shall present, either directly or through a representative, in order to be considered for selection. The County Chairperson shall set reasonable rules and procedures to this end. No determination of selection shall be made or solicited at this meeting, and no other business shall be conducted except the screening of candidates for party slogan designation and the election of State Committee members in gubernatorial election years.

(2) SELECTION

No less than three (3) days and no more than fourteen (14) days following the Candidate's Forum, the Chairperson shall convene a meeting of the Executive Board for the sole purpose of selecting which candidate(s) shall be authorized and entitled to utilize the party slogan in the next primary election. Only those candidates who submitted written requests prior to the Forum shall be eligible, and the Executive Board shall make their selection for each office by majority vote of those present.

In the event that no candidate files an intent for a particular office at the time of the Candidates Forum, or if a selected candidate later withdraws, becomes disqualified, or otherwise becomes unable to appear on the ballot, the Executive Board may, by majority vote of those present at the selection meeting, authorize the Chairperson to designate a qualified replacement candidate for such office to receive the party slogan.

(3) NOTIFICATION

The County Chairperson shall notify the Candidates, the appropriate election officials and the members of the Organization of the Executive Board's Determination.

D. CANDIDATES FOR STATE AND FEDERAL OFFICE

The determination of which candidates for Governor, State Senate, General Assembly, United States House of Representatives, or United States Senate shall be entitled to utilize the party slogan in a primary election shall be made by the Executive Board in accordance with the same procedure specified above for candidates for county-wide office.

VII. MEMBERSHIP

All Republican voters in Passaic County and all Republican holders of public office representing the voters of any portion of Passaic County are members of this Organization and a part of the Passaic County Republican Party. Elected County Committee members, Republican elected officials, and Officers of the Organization are privileged to act on behalf of those Republican voters and represent their interests.

A. COUNTY COMMITTEE

(1) QUALIFICATIONS

A member of the County Committee must be a duly registered Republican voter who is a resident of the election district which they represents. No more than two (2) persons shall represent any single election district. County Committee members shall be elected in pairs from each district. While historically selected as one male and one female, the Committee recognizes that any two qualified Republican voters may be elected, regardless of sex. County Committee members shall be elected by the voters of their respective districts in the Republican Primary Election held in 2025 and every four (4) years thereafter, for a term of four (4) years beginning on the third Saturday following the certification of the primary election results.

(2) DUTIES

It is the duty and responsibility of the County Committee to:

- maintain communication between the elected Republican officials and the Republican voters of their district and present the views of those voters to appropriate Republican officials;
- to contact and register all new residents and those coming of voting age in their districts;
- to attend all meetings of the Municipal Committee and the County Committee in order to be informed on current matters they may be called on to explain;
- to assist in the election campaigns of Republican candidates for offices representing their voting district;
- to act as a challenger in their voting district at each primary and general election to observe the opening of the voting machine at the close of the polls and record results for delivery to the Municipal Leader;
- be prepared to vote and to vote on all voting matters that validly come before the municipal committee and county committee at any regular meeting or a special meeting if duly called and announced for that purpose, provided a quorum is present; and,
- to perform such other duties consistent with the objectives of the Organization and as may be required by the municipal and county leadership.

(3) REMOVAL

Pursuant to law a member of the County Committee is automatically removed, and the seat held by such member declared vacant, should such member formally change party affiliation, ceasing to be a registered Republican voter, cease to reside within the election district they represent, or die.

Additionally any Municipal/County Committee member who openly supports the election of a candidate for public office in a general election other than the duly designated candidate of the Republican Party or otherwise engages in conduct subversive to the Organization; or otherwise seriously violates the

duties, obligations or responsibilities of their office shall be subject to removal by either the Municipal Committee or the Executive Board of the Organization.

a. For action by the Municipal Committee:

Removal for cause as specified shall be initiated by the Municipal Committee or Municipal Leader, in accordance with the Bylaws of that Municipal Committee, and reported to the Executive Board.

The member removed by the Municipal Committee may, within fifteen (15) days after the sending of Certified Mail Notice of such removal and the reasons therefore to the member's last known address, petition the Executive Board for a hearing on such removal. The Executive Board shall, either directly or by delegation to a subcommittee of its members, consider the member's challenge to the removal and determine whether such removal is affirmed or reversed. The procedure to be utilized in each individual case shall be at the sole discretion of the Executive Board, and the determination of the Executive Board shall be final. Failure of the removed member to appear at the scheduled hearing shall constitute a forfeiture of their right to appeal. The decision of the Executive Board shall not be subject to further appeal, review by the Board of Governors, or judicial review. Under no circumstances shall support of a candidate in a Republican Primary be deemed cause for removal.

b. For removal by the Executive Board:

Removal can be made for the open support of any candidate running against a Republican Candidate appearing on the Passaic County election ballot for a general election for any office (Federal, State, County or local), or for any other subversive conduct adverse to the interests of the Organization, as determined by the Executive Board, provided the removal proceedings are commenced within the same term of office as the offending conduct that gives rise to the removal.

Said removal shall be made after formal notice to said County Committee member and a formal hearing as so designated by the County Chairperson. Failure of the member to appear at the scheduled hearing shall constitute a forfeiture of their right to challenge or contest the removal. The determination of the Executive Board shall be final and not subject to appeal, review by the Board of Governors, or judicial review. All issues of procedure for said hearing shall be determined by General Counsel to the Organization.

(4) MUNICIPAL LEADERS

- a. Each Municipal Leader must provide candidates for each and every office up for election for each municipal election, and shall provide the names and a copy of a fully completed petition (including the County slogan/designation) for each candidate for Municipal/County Committee and municipal office to the County Chairperson at least fourteen (14) days before the statutory petition filing deadline.

- b. Each Municipal Leader must notify the County Chairperson in writing of their intent to run candidates using the County slogan/designation for any municipal office, or Municipal/County Committee position, within five (5) days of a written request from the County Chairperson.
- c. In the event that a Municipal Leader fails to perform any of the duties set forth in this section, the Executive Board may authorize the County Chairperson to designate the use of the County slogan/designation in their stead. In such case, the Municipal Leader shall be deemed to have waived and forfeited the right to make such designations.

(5) VACANCIES

A vacancy in the County Committee, whether by resignation, death, removal, failure to elect, or otherwise, shall be filled for the unexpired term by the Municipal Committee of the municipality wherein the vacancy occurs, in accordance with the law and the bylaws of that Municipal Committee. Any person appointed to fill a vacancy must meet all qualifications of office set forth in these Bylaws and shall assume all the duties, responsibilities, rights, and obligations of a duly elected member.

VIII. FISCAL CONTROL

A. RESPONSIBILITY

This Organization shall raise funds for the operations of the Organization and to promote its purposes and objectives. The Finance Chair shall have charge of fundraising under the direction and authority of the County Chairperson and the Executive Board but shall have no authority over the expenditure of funds except to the extent necessary and approved for fundraising purposes. The Treasurer shall have charge and responsibility for all funds raised or received by the Organization and for all funds expended by the Organization for any purpose. The County Chairperson and the Executive Board shall have sole and exclusive authority to authorize or direct the expenditure of funds.

B. RECORDS

The Treasurer shall maintain the books of the Organization and file all necessary reports, including but not limited to the reports required under election law to the New Jersey Election Law Enforcement Commission (ELEC). Each member of the Executive Board shall be provided with a full and complete copy of all ELEC reports within ten (10) days of their filing. In addition, both the Finance Chair and the Treasurer shall be obligated to provide monthly reports of all activities to the Executive Board at their regular meetings. Any reimbursement to any person for expenditures on behalf of or for the benefit of the Organization or its purposes must be fully explained in writing as part of the regular reporting obligation of the Treasurer and shall be part of the records maintained as a matter of course.

C. INSPECTION

The books and financial records of the Organization shall be open for inspection by any member upon written request. Such inspection shall be in the presence of an officer designated by the County Chairperson or the Executive Board and shall be provided within a reasonable time following receipt of a request. The Executive Board, the Board of Governors or the County Committee may, by majority vote of such body, require that an audit of the Organization's books and records be performed by an independent auditor and a report provided.

IX. BYLAWS

A. COPIES

Each County Committee member and each member of the Executive Board and Board of Governors shall be provided with a current copy of these Bylaws upon assuming office or upon request.

B. RULES OF ORDER

The conduct and procedure of meetings held by this Organization shall be in accordance with these Bylaws. In the event these bylaws are silent as to procedure or conduct, Robert's Rules of Order shall control. In no event shall Robert's Rules of Order circumvent the interpretive powers of General Counsel to this Organization.

C. INTERPRETATION

The General Counsel to the Organization shall act as Parliamentarian and rule on questions of interpretation of these Bylaws, subject to the right of the Executive Board or the County Committee to overrule such interpretation by majority vote.

D. AMENDMENT

These Bylaws may be amended only upon the recommendation of the Executive Board and after the submission of any proposed amendment in writing to each member of the County Committee and Board of Governors at least seven (7) days in advance of a general meeting at which such amendment is to be considered. Adoption of an amendment shall require a majority vote of the County Committee and shall be effective immediately upon adoption. For purposes of this subsection only, the term "majority vote" shall mean a majority vote of those County Committee members present so long as a quorum of no less than 25% of the total number of elected County Committee positions that are filled and qualified is present at a meeting duly called in accordance with this Article IX of these Bylaws.

E. MUNICIPAL COMMITTEES

Each Municipal Committee shall provide a current copy of the Bylaws governing that organization to the Secretary and shall maintain such copy current as it may be amended by the Municipal Committee. The Bylaws of a Municipal Committee shall not be inconsistent with these Bylaws and shall be ineffective to the extent they are

inconsistent herewith. Any Municipal Committee which does not presently have written Bylaws shall prepare and adopt such Bylaws within six (6) months of the date of the adoption of these Bylaws. The Chair and the Executive Board shall provide reasonable assistance to Municipal Organizations to this end.

In the event for any reason whatsoever (i.e. death or resignation etc.), a Republican Municipal Committee in Passaic County is without leadership (i.e. No Chairperson or Vice Chairperson, the Executive Board of this Organization shall assume leadership to perform all duties of the Chairperson set forth in statute and these Bylaws, including holding elections to install new leadership, which shall occur within 45 days of notice of the vacancies.

F. SEVERABILITY

If any provision, word and or any other part of these bylaws shall be adjudged unenforceable in any way, the remaining aspects of these Bylaws shall survive as if the unenforceable provision was originally not included in these Bylaws and the remaining aspects of these bylaws shall be read logically to further the purposes expressed herein until such time as these bylaws may be amended.

CERTIFICATION

I, Matthew Cavallo, Secretary of the Passaic County Regular Republican Organization, Inc., hereby certify that the foregoing is a true and complete copy of the Bylaws as duly adopted by the County Committee of the Passaic County Regular Republican Organization, Inc., at its Reorganization Meeting held on June 23, 2025.

IN WITNESS WHEREOF, I have hereunto set my hand this 23rd day of June, 2025.


Matthew A. Cavallo
Secretary