

# Washtenaw County Republican Committee

## By-Laws

*As amended January 28, 2021*

### ARTICLE I – Names of Organization

The name of this organization shall be the Washtenaw County Republican Committee (hereafter, the “Committee”).

### ARTICLE II – Purpose and Policy

The purpose of the Committee shall be to promote the growth, welfare, and success of the Republican Party at the Federal, State, and, especially, the Local levels in accordance with the platforms and resolutions of the duly constituted county, congressional district, state, and national Republican organizations and conventions, and to aid in formulating the policies embodied in such platforms and resolutions. The Committee constitutes the executive committee of the Republican Party for the County of Washtenaw, State of Michigan, pursuant to MCL 168.599(1). To implement its purpose, the Committee shall:

1. Solicit and supply financial support for the Republican Party.
2. Recruit and promote candidates and campaign for their election.
3. Provide times and places where the Republicans of Washtenaw County can gather and function as a representative group in promoting the widest possible participation in the policies, programs, and activities of the Republican Party.
4. Organize discussion forums and speaker events and organize outreach efforts such as booths at local fairs.
5. Do all other things proper and necessary, in the judgment of the Committee, to further the purposes of the Republican Party and its candidates and elected officials.

### ARTICLE III – Membership

1. The voting membership (“Members”) shall consist of those persons who have been duly elected or appointed to the Washtenaw County Republican Committee in accordance with the laws of the State of Michigan dealing with county political organizations (MCL 168.599), the Bylaws of the Michigan State Republican Committee, and these by-laws.
2. **Term of Membership.** Terms of membership shall commence immediately upon election, either at a county convention in December of odd number years or by a vote of the Executive Committee to fill a vacancy.
3. **Statutory Members.** Those persons who shall have been nominated at the previous fall State Convention for candidacy in State or Local elections, regardless of whether they later won public office, shall automatically be considered Statutory Members if their primary residence is within Washtenaw County. In addition, any Republican statewide officeholder residing in Washtenaw County shall be a Statutory Member. There is no limit on the number of Statutory Members.
4. **Elected Members.** Non-statutory Members (“Elected Members”) will be elected at County Conventions. Later vacancies may be filled by appointment by the Committee. Elected members serve a term of two years. The number of Elected Members is equal to the number of county offices and state legislative offices for which candidates were nominated at the last 2 preceding fall primary elections plus the number of persons most recently nominated by the Republican Party for each of those offices. The four principal officers may, but need not be, Statutory or Elected Members, but in either event shall have a vote on the Committee.
5. **Membership Dues.** Membership dues are \$60.00 per year. Dues for elected members are due on January 1st of each year. Dues will be pro-rated at \$5.00 per/month when a member is appointed for less than a full term. Dues for appointed members are due when membership commences. Dues will be considered delinquent thirty (30) days after their due date. Any Elected Member or Principal Officer who fails to pay their dues by 3 months from the due date will not be allowed to vote on Executive Committee issues until they become current on their dues.
6. Questions involving the eligibility of Members shall be decided by the Chair with the advice of the Parliamentarian.
7. Any Elected Member having five absences (regardless of reason) from Committee meetings per twelve month period is automatically considered removed. If an elected member is removed, the vacancy is to be filled with an eligible resident of Washtenaw County by the remaining Members of the Committee and they may re-appoint the same person, if desired.

### ARTICLE IV – Officers

1. The four Principal Officers of the Washtenaw County Republican Committee shall be the Chair, the Vice Chairman, the Secretary, and the Treasurer.

2. The Chair, Vice Chair, Secretary, and Treasurer shall be selected in accordance with Article XIII, Section C of the current Bylaws of the Michigan Republican State Committee. These officers shall have a vote on the Committee. Upon their election to principal office, *in accordance with the Michigan Constitution and statutes that a person can only hold one elected seat at a time and the right of "one person one vote", the officer's seat on the committee shall become vacant. The seat shall be filled, except as stated below, by election by the Executive Committee. Should the officer, during their tenure, resign from the officer's position, they remain on the committee. The Executive Committee has a minimum number of seats equal to the calculated number of statutory members times 2, plus 4 principal officers.*
3. A Deputy Treasurer may be appointed by the Chairman to serve at the discretion of said Chairman. 4. A Parliamentarian may be appointed by the Chairman to serve at the discretion of said Chairman.
5. Additional officers may be authorized at any regular and duly called meeting. Such officers shall be appointed by the Chairman and shall serve at the discretion of said Chairman.

#### ARTICLE V – Duties of Officers

1. The Chair shall preside at all Committee meetings and shall act as general administrative officer of the Committee. He or she shall be an *ex-officio* member of all Standing and Ad-Hoc Committees, shall appoint the chair and members of all Standing Committees and Ad-Hoc Committees, and shall appoint those officers not otherwise selected. The Chair may create any Ad Hoc committees as deemed necessary to carry out the purposes as set forth in Article II. The Chair will be the Temporary Chairman of County Conventions and may be elected Permanent Chairman by the convention delegates.
2. The Vice Chair shall carry out the duties of the Chair in the event of the absence, incapacity, or inability to act of the Chair, and shall carry out such other duties as may be assigned to him or her by the Chair or the Committee.
3. The Secretary shall keep minutes of all meetings of the Committee, maintain attendance records, and shall arrange for the handling of such correspondence as may be requested by the Chair or the Committee. The Secretary shall notify all Members of meetings and shall furnish in advance of said meetings the minutes of the prior meeting and the agenda for the upcoming meeting. The Secretary will be the Temporary Secretary of County Conventions and may be elected Permanent Secretary by the convention delegates.
4. The Treasurer shall act as custodian of all funds of the Committee and shall keep accurate records of all receipts and disbursements. He or she shall have authority to disburse organization funds as may be determined by the Chair and upon invoices approved in writing by the Chair. The Treasurer shall be responsible for the proper and timely filing of all financial reports required by law. The Committee's fiscal year is the calendar year. A biennial audit of the Treasurer's books and records shall be made by either a Certified Public Accountant selected by the Chair or by an Ad-Hoc Committee of three Committee Members selected by the Chair.
5. The Deputy Treasurer shall be immediately empowered to perform all duties and functions designated for the Treasurer in the event of the absence or incapacity of the Treasurer.
6. The Parliamentarian shall, upon request of the Chair, rule upon all matters of Procedure concerning meetings of the Committee, and shall be the interpreter of these By-Laws, Robert's Rules of Order, and of the statutes governing the Committee.
7. In order to maintain better control of the Committee finances, the only persons authorized to bind the Committee will be the four Officers and the Chairs of the four Standing Committees. All Standing and Ad-Hoc Committees must submit budgets to be approved by the Officers by March 1 of each year. The Chair of any Standing or Ad-Hoc Committee responsible for a project will have to approve all associated project expenditures within the budgetary authority granted by the Officers of the Committee. A requisition form shall be filled out and must be signed by two officers after consultation with the Treasurer to see if the expenditure is in the budget and if funds are available.

#### ARTICLE VI – Committees

**It is a requirement of all Committee Members that each serve on one or more of the Standing Committees. The Standing Committees of this organization shall be the following:**

1. Finance Committee – whose duty it shall be to attend to raising sufficient funds to carry out the activities and purposes of the Committee.
2. Campaign Committee – whose duty it shall be to organize the various campaigns at the county level for the election of Republican candidates and to coordinate the campaign activities of the county organizations with those of various city and township organizations. The chair of the Campaign Committee shall also be the campaign director.

3. Public Relations Committee – whose duty it shall be to see that adequate and accurate coverage of the activities and purposes of the Committee is disseminated to the public through the media of newspapers, radio, television, and other means of communication; and further to keep the Members of the Committee informed on matters pertaining to the Public Relations of the Republican Party.
4. Events Committee – whose duty it shall be to organize the various events of the county party that occur throughout the year. The events committee shall work closely with the other standing committees and assist in their efforts with outreach, campaigns and fundraising for the Washtenaw County Republican Party.

**There may also be *Ad Hoc* Committees:**

1. The Chair may appoint people, either Members of the Committee or other Republicans, to any number of *Ad Hoc* Committees. The purpose, duties, and budgets of *Ad Hoc* Committees shall be defined by the Chair. *Ad Hoc* Committees can be dissolved by the Chair, without a vote by Members.

**ARTICLE VII – Meetings**

1. Regular meetings shall be held *in person* on the second Thursday of each month in accordance with the laws of the State of Michigan *at a location to be determined by the Chair and published in advance*. Meeting date can be changed by majority vote of the officers, only for reason of conflict with public emergency, religious holiday, or county convention. Agendas, to the extent known, shall be provided to all Members at least 3 days in advance of the meeting. *When in person regular meetings are not allowed due to government mandate, electronic meetings will be held.*
2. *When in person regular meetings are allowed yet there is an ongoing health crisis declared by government edict, committee members with a legitimate health concern, may, with permission of the Chair, participate by electronic means.*
3. *Upon the request of the Chair, with the consent of two officers, the regular monthly meeting may be held in it's entirety electronically. There must be a reasonable emergency to invoke this action. (Intent: this allows the meeting to be held electronically if an unforeseen circumstance arises, such as the building is unavailable, inclement weather, or government restrictions such as the covid crisis.)*
4. Special meetings may be held at the call of the Chair upon notice of the time, place, and purpose of such meeting served upon all Committee Members by United States mail, e-mail, or telephone at least 5 days before such meeting. Agendas, to the extent known, shall be provided to all Members at least 3 days in advance of the meeting. Special meetings, *may be held electronically*. It is the responsibility of those employing *electronic* methods, not the Executive Committee as a whole, to provide for such.
5. Subcommittees, Standing or Ad Hoc, may have separate meetings called by their respective Chairs and may be conducted *electronically*. It is the responsibility of those employing *electronic* methods, not the Executive Committee as a whole, to provide for such.
6. The procedure for all meetings shall be governed by Robert's Rules of Order in all cases not provided for by these by-laws. *All electronic meetings are held subject to the special rules of order for electronic meetings adopted by the committee to govern such participation.*(see appendix A)

**ARTICLE VIII – Voting**

1. The quorum requirement shall be one-third of *all Members* or fifty percent plus one (50% + 1) of *all Elected Members*. In either event, the Principal Officers shall be counted for purposes of determining a quorum.
2. All Members of the Committee present at any regular or special meeting shall vote on all matters placed before the governing body for decision by indicating either Aye or Nay, as appropriate. Any Member wishing to abstain from voting must present their reasons and may be excused by a simple majority of the other Members present, due to any conflict of interest.
3. Proxy votes are not allowed. Members must be present to vote.

**ARTICLE IX - Rules for voting by e-mail**

1. The chair of the Executive Committee (EC) shall serve as the presiding officer of electronic meetings of the EC. 2. The chair shall develop the time frame for the e-vote.
3. A minimum of 3 days' notice shall be provided to all members via email by the chair. Such notice shall include the motion and supporting documentation for the e-vote.

4. Only non-binding resolutions and main motions of a time-critical nature will be acted upon between formal meetings. Motions that propose changes to the committee's bylaws and the electing of the committee membership is prohibited from electronic voting. Motions proposing the expenditure of committee funds shall be limited to \$500.00 and only after consultation with the Treasurer to see if the expenditure is in the budget and if funds are available.
5. A second is not necessary for a motion to be considered.
6. The motion to lay on the table is not in order.
7. Each new main motion must be made in a separate, new e-mail message with no other message thread included.
8. New motions in a new message thread may be introduced while there is another motion currently being debated. No more than (2) main motions can be considered at one time.
9. The EC chair shall have the authority to move to postpone a Electronic Meetings resolution/motion to the next face-to-face meeting of the EC based upon the following criteria:
  - a. complexity and number of secondary motions applied to the main motion;
  - b. Determination by a majority vote of the membership that it is in the best interest of EC to postpone taking action on the resolution/motion.
10. A quorum required for an electronic vote shall be the same as that required for a traditional meeting. The number of votes cast including abstentions determines verification of a quorum.

#### **Opening a question for consideration**

11. The chair shall assign a number to the motion and shall include the number in the subject line. The subject line must also include the word "Motion." (Example: Motion 1.)
  - a. The motion and all subsequent discussion and voting shall be sent to a special listserv with the email address "ecquestions@wash-gop.com" that has as its members, all members with voting rights.
  - b. The first line of the message must begin with "It is moved to (or that)..." If the motion comes from a specific officer or committee member "(name of officer) moves to (or that)..."

#### **Debate**

12. Members shall reply to the EC listserv with all messages. Members may respond at will, that is, without seeking recognition from the chair.
  13. For those resolutions/motions that address issues related to a specific committee, the chair of that committee, if not a voting member, shall be subscribed to the voting Listserv for the period of discussion of that resolution/motion. The chair shall be able to provide clarification and information to the EC through the EC chair, but may not enter into debate or vote.
14. Secondary and incidental motions shall be given a letter designation in the subject line by the chair. (For example: The main motion is given the number 1. There is a motion to amend. The amendment is given the designation "a". In the subject line the amendment will be designated "Motion 1-a".)
15. Multiple secondary and incidental motions shall be given succeeding letter designations by the chair. (For example, a main motion, amendment, a motion to refer to a committee, and a motion to postpone to a certain time are all pending. The main motion is 1, the amendment is a, the referral is b, and the postponement is c. Motion 1-a-b-c.) As each motion is disposed of, the corresponding letter in the subject line is removed.
16. When posting an electronic message related to a resolution/ motion, members shall use a format that includes:
  - a. a heading indicating the resolution/motion number,
  - b. whether they are speaking for the motion (pro), in opposition to the motion (con), or asking for information (point of information);
  - c. A closing for each message that includes the member's name.
17. Each message posted by a member shall be a message written by the member. Forwarding a message from a non-voting member is prohibited.
18. In the case of conflicting secondary or incidental motions, the chair shall determine preference in recognition by the date/time stamp on the messages. When a higher-ranking motion is made first, the lower-ranking motion is not in order.
19. Messages with a date/time stamp after a secondary or incidental motion is stated by the chair shall be disregarded. The chair shall

inform the member who made the disregarded motion that the motion is not in order.

20. The chair shall close debate by asking, "Are you ready for the question on Motion (e.g. 1-a)?" in the subject line.

### **Voting**

21. The chair shall put the question to a vote by restating the pending question and requesting the members to vote now. The word "vote" shall be in the subject line. (Example: Motion 1-a Vote).

22. The chair shall include the time frame/deadline for the vote. Voting shall be conducted only during the voting period, which shall be a minimum of (1) week for main motions and (3) business days for secondary motions.

23. Members shall state, "I vote yes" or "I vote no" in the first line of the response and use "Reply All".

24. The secretary shall tally the votes and report the result of the vote to the participants, including the number of votes cast for and against the motion.

25. The chair shall announce the results of the vote.

26. The chair shall either state the next pending motion and open debate or shall declare the thread on "Motion (number)" closed.

### **Secretary's records and minutes**

27. The secretary shall prepare minutes of the vote and shall send the minutes marked "draft" to all the members. 28. All messages and message threads shall be archived on the committee's listserv and all voting members shall have access. 29. These minutes shall be approved at the next regular meeting.

30. Any member shall have the right to request a copy of the message thread of a motion if he/she cannot obtain documentation stored on the EC listserv.

### **ARTICLE X – Candidate Access to Voter Lists and Diskettes**

1. Hard copy lists, electronic data, mailing labels, and others materials provided by the Committee to candidates or others may have associated charges determined by the Principal Officers. Access privileges also will be determined by the Principal Officers.

### **ARTICLE XI – Endorsement and Support of Appointed and Non-Partisan Candidates**

1. Any judicial candidate appointed by our Republican governor will be our endorsed candidate in the following election. No other person will be entitled to our lists. The endorsed candidate will receive whatever other support we normally give a candidate in a partisan race.

2. In other non-partisan races, where no appointment has been made by the Governor, the Committee will decide by vote on endorsements and support.

3. No lists will be available on electronic media to candidates in non-partisan races.

### **ARTICLE XII – Amendments**

1. Amendments may be made to these By-Laws at any regular meeting, or at any special meeting of the Members properly called for such purpose, provided the amendment is submitted in writing, and provided that three-fourths of voting Members present at such meeting vote in favor thereof.

2. The Campaign Committee is charged with proposing more comprehensive re-writes of these By-Laws. These occasional comprehensive revisions must be approved by vote by three-fourths of voting Members to be adopted.

### **ARTICLE XIII – Dissolution**

1. In the event the Committee dissolves, all assets and real and personal property shall revert to its parent organization, the Michigan Republican State Committee.

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Recorded Changes:

January 14, 2021 - **ARTICLE VII – Meetings - amended by Lisa Gubaci-Root**

January 28, 2021 - **Appendix A - Item #10 - amended by Lisa Gubaci-Root**

January 28, 2021 - **ARTICLE IV - Officers - amended by Lisa Gubaci-Root**

APPENDIX A

**Special rules of order for electronic meetings:**

1. Login information. The Secretary shall send by e-mail to every member of the Committee, with the agenda, the link, phone number and any access code needed to connect to the electronic meeting.
2. Call-in time. An electronic meeting will begin 15 minutes before the start of each meeting.
3. Location of chairman. The Chair must be present if any portion of the meeting is in person.
4. Arrival announcements. Members who participate in the meeting by any electronic means shall announce themselves at the first opportunity after joining the meeting, but may not interrupt a speaker to do so.
5. Departure announcements. Members who leave the electronic meeting or the meeting room before adjournment shall announce their departure, but may not interrupt a speaker to do so. Failure of properly notifying the committee of dismissal will result in the meeting being recorded as an absence to the parting member.
6. Quorum calls. The presence of a quorum shall be established by roll call at the beginning of the meeting and on the demand of any member. Such a demand may be made following the departure of any member or following the taking of any vote for which the announced totals add to less than a quorum.
7. Obtaining the floor. To seek recognition by the chair, a member shall address the chair and state his or her own name. Members attending electronically will message the Secretary/Technology director to be recognized by the chair. Members physically present will be recognized first then the Chair will recognize members attending electronically. If attending by phone text the Secretary or Technology director to be recognized.
8. Motions submitted in writing. Written motions may be submitted by sending them to the Secretary at least 2 days before the agenda is sent. The Secretary may, at her/his sole discretion, require such motions to be received 4 days prior to the Agenda notice date. Motions will be sent with the Agenda and will follow the process of placing them on the "consent calendar" to be approved without debate unless an item is objected to and the objection has not been disposed of before the meeting. Written motions need to be seconded when submitted.
9. Voting methods. Votes may be done through voice vote, unless a member demands a hand count or roll call. Unless the Board orders a fully recorded roll-call vote, only the number of votes on each side and the number of members present but not voting (including members participating by phone) shall be entered in the minutes. Business may also be conducted by unanimous consent. Secret ballot will only be used for elections, unless waived by motion. Abstaining is only allowed with consent of the EC.
10. Loss of meeting-room connection. Any business transacted while the virtual meeting-room is disconnected from the meeting is null and void, except that the members present in the meeting room at such a time may take those actions that are in order in the absence of a quorum. Loss of connection means that all members attending via electronic means must be disconnected. Sole members who lose their connections will not prevent business from being conducted unless those members are needed to constitute a quorum. If a physical quorum is present at the meeting room, virtual members attending are not needed to obtain a quorum, therefore, business may be conducted despite losing their connection. If the Chair loses connection, the meeting is automatically recessed. If the meeting connection is down for 1/2 an hour the meeting is adjourned. **Only members present, who lose their connection may vote by texting the cell number listed in meeting notice or send an email to the address listed in the meeting notice .When the roll call vote is take, and members who are in attendance do not respond when called to cast their vote, they will be reached via text or phone to cast their ballot.**
11. Other technical malfunctions and requirements. Each member is responsible for his or her connection to the electronic meeting; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
12. Forced disconnections. The Chair may order to disconnect or mute a member's connection if it is causing undue interference with the electronic meeting. The chair's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes.

