

Second District Republican Committee of Michigan

Bylaws

Article One – Name

The Committee shall be identified as the **Second District Republican Committee of Michigan** and for the purpose of these By-Laws shall be referred to as the Committee.

Article Two – Purpose

The Committee shall perform all duties delegated to it by law and such other duties not prohibited by law; to promote, support and advance the Republican Party principles among the counties comprising the Second Congressional District; to seek out and encourage qualified persons to become candidates for public office at every level who espouse the Republican Party principles and to actively assist them in winning elections; and to direct, manage, and supervise the affairs and business of the Republican Party in the Second Congressional District without regard to age, sex, color, race, creed, national origin or religious beliefs.

Article Three – Powers

The powers of the District Committee shall be to:

- a. Administer its business and property.
- b. Transact necessary business between conventions.

Article Four – Committee Composition

Section 1 – Committee Members

The Committee shall include the following twenty-five (25) members: The Chairperson, Vice Chairperson, Secretary, Treasurer; seven (7) County Chairs or their representatives of each of the seven (7) counties in Second Congressional District; eight (8) Executive Committee members elected at the District Caucus; and six (6) elected Republican State Committee Members, three (3) of whom shall be male and three (3) of whom shall be female.

Section 2 – Legislators as Members

In addition to the aforementioned twenty-five (25) members, all Republican federal and state legislators residing in the district shall be Ex-Officio voting members of the Committee.

Section 3 – Qualifications

Each voting member of the Committee shall be a registered voter and a resident of the Second Congressional District. Membership in the Committee shall not be denied to any person on the basis of age, sex, color, creed, race, national origin or religious persuasion.

Section 4 – Resignation

Resignation by members of the Committee shall be made in writing to the Chair and/or Secretary and shall be announced to the Committee at the next regular meeting.

Section 5 – Vacancies

Committee vacancies shall be filled by election, by the remaining members of the Committee, provided at least ten (10) days notice of that intent has been given prior to the meeting where the replacement shall be made. If the office to be filled is the District Chair, a meeting of the Executive Committee shall be called by the Secretary within twenty (20) days of written notice of the vacancy. The Vice Chair shall serve as Interim Chair, until a new Chair is elected. The Interim Chair for the meeting to replace the Chair will be the District Treasurer.

Section 6 – When a Member Becomes a Candidate

Should any Committee member become a candidate for State or Federal elective office prior to a primary by announcing his or her candidacy or forming, or authorizing or acquiescing in the formation of an exploratory or draft committee on his or her behalf, that member shall immediately, effective on the day of the announcement of such a candidacy effort take a leave of absence from the Committee. If the candidate withdraws from the race prior to the petition deadline for election to office his District responsibilities will be reactivated. If District Members remain as candidates after the petition deadline, their District position will be declared vacant and filled according to district rules in Article Four, Section 5.

Section 7 – Attendance

Committee members are permitted two unexcused absences during their term on the Committee. If a member exceeds the two (2) unexcused limit his/her position will be determined vacant and will be filled according to Article Four, Section 5 above. For an absence to be excused, notification must be in writing, email or phone to the District Chair or Secretary prior to the meeting.

Section 8 —Removal of Members

a. Any member may be removed as a member of this Committee by the Committee upon a seventy-five percent (75%) vote of the Committee present and voting at any meeting of the Committee, provided there is a quorum present, and such seventy-five percent (75%) vote must be made in person by such members and not by proxy; provided, further, that in order to bring the question before the Committee as to the removal of a member, a petition requesting that such a vote be taken, bearing the signatures of at least fifty percent (50%) of the entire Committee (no proxies allowed), shall be filed with the Chairman (or, if the Chairman is the member in question, then such petition shall be filed with the Secretary).

b. District Chair may remove a Member without a vote if that person publicly refuses to endorse the election of the Republican nominee for President, the Republican nominee for Congress in the 2nd Congressional District or participates in a caucus or convention of another party as a delegate or candidate.

Section 9 – Conflicts of Interest

a. The purpose of this Section is to protect the character and integrity of the Committee and the shared values of all Republicans by adopting conflict of interest rules that address both actual conflicts of interests and those situations that may give rise to the appearance of a conflict of interest. Underlying these rules is the recognition that service on the Committee is a privilege and appropriate measures must be instituted to protect the integrity of the Republican Party.

b. Disclosure. All members of this Committee must disclose the following:

1. The receipt of any compensation that exceeds \$500 dollars in value on an annual basis from any candidate or candidate committee for election to any state or Federal office; any officeholder who is subject to election under the laws of the State of Michigan or the United States of America; any political party or committee subject to the reporting requirements of the Michigan Campaign Finance Act or the Federal Election Campaign Act (or any successor statute) including candidate committees, political committees, and independent committees or political action committees commonly known as “pacs”. This Subsection is intended to cover anyone who receives \$500 or more from any candidate, committee, or officeholder subject to the reporting requirements of state or Federal law, including employees of the Committee. This Subsection is not intended to cover public employees subject to civil service rules; only political appointees or contract employees of an officeholder need disclose. This Subsection is only intended to cover candidates or committees that participate in state or Federal elections in the State of Michigan.

2. For purposes of the conflict of interest rules, “compensation” includes, but is not limited to, any of the following: money, contract, property, gift, gift card or certificate, fee, contribution, rebate, discount, loan, office, position, appointment, job, employment; or any agreement to provide the foregoing or any other service or item having value.

3. Since the Committee is a political organization, it is recognized that the members of this Committee may receive complimentary tickets or promotional gifts from candidates or other political organizations. Accordingly, “comp” or free tickets to fundraisers, rallies or other political events are not considered compensation as defined above regardless of the face value price of the ticket unless the member receives something of value other than attendance, food and drink at the fundraiser, rally, or event.

4. Food and drink provided at a campaign center or on the campaign trail and campaign or issue–related clothes are excluded from this provision.

Section 10 – Amendment

The Committee membership defined herein, and conforming to the geographical makeup of the Second Congressional District following the 2022 redistricting of the United States House seats, shall be amended following the future redistricting of the U. S. House seats.

Article Five – Officers

Section 1 – Titles

The Officers of Committee shall be the District Chair, Vice Chair, Secretary and Treasurer.

Section 2 – Election

The Committee officers shall be elected in accordance with Article Seven.

Section 3 – Term

The term of office for the elected officers shall be for two (2) years, or until their successors are elected or until such time his/her resignation, disqualification, removal or death.

Section 4 – Duties

The duties of the officers shall be described in Article Six.

Section 5 – District Organizational Committee

The District Officers – Chair, Vice Chair, Secretary and Treasurer will comprise the District Organizational Committee.

Article Six – Duties of the Officers

Section 1 – The District Chair shall:

- A. Call District Committee meetings and District Caucuses as by provided law or Committee rules.
- ~~c.~~ Preside over all meetings of the Committee and call to order the District Caucuses as provided by law or Committee rules.
- ~~d.~~ Create temporary or special committees and appoint members to them with advice and consent of the Committee.
- ~~e.~~ Serve as an Ex–Officio voting member for all committees.

- B. Cause a budget to be prepared for each fiscal year and submitted to the Committee for approval.
- C. Make determinations on all procedural and substantive matters relating to the implementation of the District Committee’s policies.
- D. Perform such duties as may be required by law.
- E. Sign all Committee contracts, agreements and documents when authorized by the Committee.
- F. Appoint and hire employees with the approval of the Committee as the business of the Committee may require.

Section 2 – The Vice Chair shall:

- a. The Vice Chair will perform the duties of the District Chair in the District Chair’s absence.
- b. Perform all other duties as may be assigned by the Chair.
- c. Shall audit all contractual and statutory obligations of the Committee.

Section 3 – The Secretary shall:

- a. Make and keep accurate records of the actions taken at all Committee meetings and shall publish minutes at each succeeding meeting. The Committee shall approve the minutes submitted.
- b. Handle all correspondence of the Committee and shall issue all notices of meetings, either electronically or by postal service.
- c. In the absence of the Secretary at any meeting, the Chair shall appoint a Secretary Pro–Tempore.
- d. Keep a current roster of the Committee and post the roster on the District’s website and/or by electronic means.
- e. Keep accurate attendance records of all Committee members, including excused and unexcused absences.

Section 4 – The Treasurer shall:

- a. Receive and be custodian of all funds of the Committee and deposit them in the name of the Committee in a licensed financial institution.
- b. Pay all Committee bills when authorized by the District Chair subject to the following limits:
 - 1. The District Chair has approval authority for up to \$500.00 per invoice.
 - 2. Any expenditure above \$500.00, but not more than \$1,000.00 must be authorized by the Organizational Committee. This prior approval will serve as the authority to pay the resultant invoice when the committed to product or service is complete and accepted. Any expenditure exceeding \$1,000.00 must be approved by the Committee. District Committee authorization may be done electronically with 60% of the Committee affirming the expenditure within 72 hours.
 - 3. Receipts are required for all expenditures.

- c. Keep an account of all monies received and disbursed and shall report in full at all Committee meetings.
- d. Provide an annual report to each Committee member and County Chairs at the close of each fiscal year.
- e. File in a timely manner any and all financial reports required by law. Failure to file aforementioned documents may lead to dismissal. The position will be filled according to Section 5, Article Four.
- f. Upon change of the individual serving as Treasurer, a committee will be formed to review the District financial record to ensure they are in proper order before records are turned over to new treasurer. The District Vice Chair shall chair the committee.
- g. The Treasurer shall be responsible for the collection of any dues as may be assessed by the Committee.

Section 5 – Succession

All officers shall turn over to their successor all funds, assets, books, records and other properties pertaining to the affairs of the Committee within 30 days of leaving office. This shall include electronic as well as hard copies.

Section 6 – Endorsements

All Executive Committee and State Committee members are prohibited from endorsing candidates seeking the party nomination for any local, state or federal office. They may personally endorse candidates without using their titles. Second District Committee members are permitted to endorse party leadership candidates (State Chair or Vice Chairs).

Article Seven – Elections

Section 1 – The election of officers and the regular members of the District Committee shall be conducted at the District Caucus of the Winter State Convention of every odd-numbered year as provided by law and in accordance with State Committee By-Laws and Rules.

Section 2 – Elections will be by single ballot for officers, State Committee members and At-Large Executive Committee members..

Section 3 – Any contested race or issue will be decided by a secret ballot. Uncontested races and procedural actions may be done by acclamation.

Article Eight – Meetings

Section 1 – Regular Meeting

The Committee shall meet at least once a quarter (four times a year). A regular quarterly meeting may be cancelled at the discretion of the Chair in consultation with the Committee Organizational Committee. Meeting notices must be emailed to each member of the Committee at least fourteen (14) days in advance. Meetings can be held in person, by conference call or teleconference provided notification requirements are met. At least 60% of the meetings must be face to face.

Section 2 – Special Meetings

Special meetings of the Committee shall be held pursuant to:

- a. A resolution of a simple majority of the Committee at any Committee meeting.
- b. A petition signed by at least thirteen (13) members and filed with the Secretary at least fourteen (14) days in advance of any special meeting.
- c. At the discretion of the District Chair.

Section 3 – Special Meeting Notification

In the case of a special meeting of the Committee, the Secretary shall be required to comply with the proper procedures for meeting notification specifying the time, place, and subject or subjects thereof. No business other than the specified subject or subjects shall be considered at any special meeting.

Section 4 – Quorum

A quorum of the Committee shall consist of 17 (seventeen) members or eligible proxies as provided in Article Eight, Section 7.

Section 5 – Notice of Meetings

Written, printed notice or email communication stating the place, day and hour of the regular and any special meetings, and an agenda/order of business for which any meeting is called, shall be delivered by the Secretary not less than fourteen or more than forty days before the date of the meeting.

Section 6 – Voting

Each Committee Member shall have one vote. However, in the event that a Committee Member has been elected to another Committee position (for example, in the event a County Chairperson is also an elected State Committeeperson) that member may designate another by proxy as a member of the Committee for such other position elected to by the member, as if the designated person holding the proxy filled the position for which the proxy was given.

Section 7 – Proxies

At all meetings, a Committee member may designate an eligible person to vote by proxy. The proxy, which must be executed in writing by the Committee Member, shall be filed with either the Chair or Secretary prior to the start of the meeting.

- a. Such proxy shall be dated for that meeting and name the specific person, other than a person otherwise entitled to vote at such meeting, voting the proxy of the Committee Member. Only residents of the same county may be proxies for County Chairs.
- a.
- b. B. Any person holding a proxy who publicly endorses, actively campaigns or holds office in any other political party will be automatically disqualified as a proxy for a member of the Second District Committee.

Section 8 – Rules

Robert’s Rules of Order, Newly Revised shall govern all meetings of the Committee except as otherwise stated in these By-Laws.

Article Nine – District Caucus Procedure

Section 1 – Committees

The Chair shall appoint a Committee on Rules and Procedures, a Committee on Credentials and a Chairperson for each Committee in advance of the District Caucus. Each Committee shall be made up of no fewer than three (3) persons, each of whom shall be duly qualified and registered voters of the Second Congressional District. Each Committee shall have membership from at least three different counties within the Second Congressional District. Each Committee shall report at the last regular meeting of the Second District Committee at least fourteen days prior to the District Caucus with the proposed Rules and Procedures. The method to be used to verify credentials shall be presented in writing at that time to each Committee member for approval. The approved Rules and Procedures will be posted on the District website and/or an electronic means that serves as the District’s repository of rules.

Section 2 – Agenda

The agenda for all District Caucuses shall be prepared by the District Chair and presented to the District Committee at the last regular meeting at least fourteen (14) days prior to the District Caucus. The agenda shall comply with the requirements of state law and the Call of the Republican State Convention and is subject to any changes by the State Party.

Section 3 – Governing Rules

These By–Laws shall govern all District Caucuses. Additional Rules and Procedures to govern the District Caucus shall be adopted at the District Caucus in accordance with these By–Laws, and to the extent these By–Laws or adopted Rules and Procedures do not address a particular issue, then Robert’s Rules of Order, Newly Revised, shall govern.

Section 4 – Nominations

The Caucus Chair shall hold the floor open and call for additional nominations three (3) times before recognizing a motion to close all nominations.

Section 5 – Voting

All voting on contested issues, procedures, office or membership shall be done on a secret ballot. The Caucus Chair shall appoint tellers from the delegation, no more than two shall be from the same County. Ballots shall not identify the county of origin and all ballots shall be destroyed at the direction of the Caucus Chair following the Caucus. The Chair of the Teller Committee shall announce the vote results.

Article Ten – Amendments to the By–Laws

Section 1 – Notice

Each member of the Committee shall be notified in writing of the content of any proposed amendment to the By–Laws at least thirty (30) days prior to the date upon which such proposal is to be voted.

Section 2 – Voting Requirement

Amendments to the By–Laws can be adopted in one of two methods.

- a. It has received seventeen (17) favorable votes of the Committee.
- b. By two thirds of the delegates at any District Caucus where delegates have been informed in writing of the pending amendment 30 days in advance of the caucus.

Article Eleven – Dissolution

In the event that the Committee shall be dissolved all assets shall be liquidated (if possible) and turned over to each county within the District. Assets shall be distributed after proration based upon the number of delegates allowed to each county for the most recent State Republican Convention. In the event of reapportionment assets will follow each county based on the aforementioned proration.