

Bylaws of the Executive Committee

of the
Genesee County Republican Party

ARTICLE 1 NAME

The legal name of the organization is Genesee County Republican Party, and for the purposes of these Bylaws shall hereafter be referred to as the "Executive Committee."

ARTICLE 2 PURPOSES

2.1 LEGAL DUTIES

To perform all duties delegated to the Executive Committee by law and by the Rules and Bylaws of the Republican National Committee and the Michigan Republican State Committee as have been adopted and amended or may hereafter be adopted or amended.

2.2 BUSINESS

To act as stewards of the resources of the Executive Committee for the purpose of increasing participation in the local Party and aiding in the election of Republican candidates.

2.3 BYLAWS

To adopt a set of Bylaws by which the Executive Committee shall be governed.

ARTICLE 3 MEMBERSHIP

3.1 SELECTION

The membership of the Executive Committee shall be determined in accordance with law, and in particular, MCLA 168.599 as amended or may hereafter be amended. For the purpose of these Bylaws, those members elected at the Fall County Convention shall be known as "Elected Members" and those persons who are members due to their nomination as Republican candidates for county or state office shall be known as "Statutory Members."

3.1.2 STATUTORY MEMBERS

This classification is described in MCLA 168.599 (1). The number of elected members cannot exceed the number of statutory members, with the exception of newly elected officers being deemed ex-officio/at large members. Refer to Article 3.5.2.

Republican candidates nominated for state and county offices in one of the last two preceding Fall elections are statutory members with the most recent nominee becoming the member.

3.1.2.1 Voting privileges shall only be allowed for said Statutory Members whose membership dues are paid.

3.2 QUALIFICATIONS

3.2.1 Statutory Members must meet qualifications in accordance with MCLA 168.599.

3.2.2 Elected Members and Officers must meet all of the following:

3.2.2.1 Registered voter in Genesee County, except as provided by law.

3.2.2.2 A current dues paying member.

3.2.2.2.1 To qualify as a current dues paying member, for the purposes of the Fall Convention, with a date determined by the Michigan Republican State Party in the even numbered years, current dues must be paid prior to the Convention being called to order.

3.2.2.2.2 To qualify as a current dues paying member, for the purpose of filling a vacancy, current dues must be paid before the person's name is placed in nomination and prior to the meeting being called to order.

Executive Committee members who pay their dues on or after November 1st shall be considered paid through December 31st of the following year.

3.2.2.2.3 To qualify as a current dues paying member, Executive Committee members must renew their membership by May 1. Any Executive Committee member, who has not renewed his/her membership by May 1, shall be considered to have resigned from the Executive Committee and his/her position on the Executive Committee shall be filled as provided for in these Bylaws.

3.3 VOTING MEMBERS

Statutory Members, Elected Members, and Officers are voting members of the Executive Committee.

3.4 HONORARY MEMBERS

At any meeting of the Executive Committee, if proper notice has been given in accordance with Article 8.4.1, an Honorary Member may be elected if approved by a majority of the Executive Committee members present. This non-voting membership classification is intended for individuals who have exhibited a past history of service to the Republican Party. Their advice and counsel are deemed a valuable contribution to the Executive Committee. The term of office is the same as that of other elected members.

3.5 VACANCIES

3.5.1 If a vacancy occurs among the elected members of the Executive Committee, in accordance with MCLA 168.599 (1) the remaining elected members shall elect a person qualified as described in Article 3.2.2 to fill that vacancy. Such elections shall take place at the first meeting of the Executive Committee with a quorum present for which prior notice as

provided for in these Bylaws is given. If a vacancy occurs among the statutory members, that vacancy shall not be filled. A vacancy of a statutory member does not change the number of elected members for the current term.

- 3.5.2 Following the election of new officers (Chair, Vice-Chair, Secretary, and Treasurer) in even numbered years, officers will be deemed ex-officio/at-large members with voting privileges, creating vacancies of four additional member positions, unless the person elected as an officer was a statutory member prior. Executive Committee members will be given two (2) weeks notification to fill these vacancies.

ARTICLE 4 OFFICERS

4.1 SELECTION

In accordance with MCLA 168.599, as amended or may hereafter be amended, the Executive Committee shall elect a Chair, a Vice-Chair, a Secretary, and a Treasurer. The Chair and Vice Chair must be members of the Executive Committee prior to their election as officers.

4.2 VACANCIES

A vacancy occurring among the officers shall be filled by the Executive Committee at the next meeting for which prior notice, as provided in these Bylaws, has been given.

ARTICLE 5 REMOVAL

5.1 REMOVAL OF STATUTORY MEMBERS

Statutory members shall be considered to have resigned from the Executive Committee if they have moved out of state or changed their residence to another area whose state or county legislative district does not include any part of Genesee County and/or they have joined or filed nominating petitions or otherwise become a member of another political party. Statutory vacancies cannot be filled.

5.2 REMOVAL OF ELECTED MEMBERS

5.2.1 AUTOMATIC REMOVAL OF ELECTED MEMBERS

An elected committee member shall be considered to have resigned his/her position on the Executive Committee if he/she:

5.2.1.1 Changes residence to another state or county.

5.2.1.2 Files a nominating petition from another party or otherwise becomes a member of another political party.

5.2.1.3 Fails to renew county party membership by May 1.

5.2.2 REMOVAL BY VOTE OF THE EXECUTIVE COMMITTEE

Officers, elected members and appointees to positions or committees of the Executive Committee are subject to removal from the Executive Committee or the subordinate committee or appointed position by a two-thirds (2/3) majority vote, by paper ballot, of the Executive Committee present, provided that prior notice of the vote, as provided by these Bylaws, has been given, and that the officers or members in question have been given prior notice by sending to their last known address by certified mail-return receipt requested.

Any person subject to removal shall be given an opportunity to appear and speak before the Executive Committee.

Reasons for removal include, but are not limited to: failure to observe these Bylaws, Rules, and Statutes to which the Executive Committee is subject; absence from three (3) consecutive scheduled Executive Committee meetings in one calendar year without excuse; neglect of duty; failure to fulfill the duties and responsibilities documented in these Bylaws or by other Rules and Statutes to which the Executive Committee is subject to, or the member financially benefits from, consults or markets on behalf of a candidate of another Political Party, or is convicted of a felony.

ARTICLE 6

POWERS, DUTIES AND RESPONSIBILITIES OF OFFICERS, MEMBERS, VOLUNTEERS AND EMPLOYEES OF THE EXECUTIVE COMMITTEE

6.1 GENERAL DUTIES

The officers of the Executive Committee shall have such powers, duties, and responsibilities as usually pertain to their offices, except as modified by these Bylaws and by such other Rules, Bylaws, and Statutes to which the Executive Committee is subject, or as may be modified by action of the Executive Committee.

6.2 CHAIR

6.2.1 Presides over all meetings of the Executive Committee.

6.2.2 Manages all employees, if any, including hiring and firing. Has general management responsibility of all officers and resources of the Executive Committee. Actions are subject to review by the Executive Committee.

6.2.3 Prepares a two-year budget for the Executive Committee that covers January 1st, of an odd numbered year through December 31st, of the following even numbered year. Fiscal year shall be the calendar year.

6.2.3.1 Presents this budget for approval to the Executive Committee in September of the even numbered year. The Chair shall consult and work closely with the Finance Committee.

6.2.4 Is the Chair of the Executive Committee.

6.2.5 Is ex-officio member of all standing committees, but shall not have the right to vote on that committee unless a named member.

- 6.2.6 Submits the Executive Committee precinct delegate allotment plan to the county officials by April 1st of even numbered years in accordance with Michigan GOP Bylaws Article XIII, Paragraph I.
- 6.2.7 The Chair shall prepare the Agenda for the regular meetings of the Executive Committee and shall forward said Agenda to the Secretary to be distributed to Executive Committee members.
- 6.2.8 Should a vacancy develop in the office of the Chair, the Executive Committee may elect an interim Chair until a permanent Chair can be elected according to these Bylaws.

6.3 VICE-CHAIR

- 6.3.1 The Vice-Chair shall fulfill the duties normally associated with this office, except that he or she shall not automatically become Chair when a vacancy occurs in that office, but shall serve as Interim Chair until the Executive Committee shall elect a successor.
- 6.3.2 The Vice-Chair will have normal duties associated with this position; foremost to have like power as the Chair when acting in the absence of the Chair.
- 6.3.3 Should a vacancy develop in the office of the Vice-Chair, the Chair may appoint an interim Vice-Chair until a permanent Vice-Chair can be elected according to these Bylaws.

6.4 SECRETARY

- 6.4.1 The Secretary of the Executive Committee shall take accurate minutes of the meetings of the Executive Committee and shall send a copy thereof to each member and officer of the Executive Committee with the Notice and Agenda of the next meeting per Article 8. The Secretary shall also preserve Minutes of past meetings of the current Executive Committee and shall supply a copy thereof to officers and members upon request.
- 6.4.2 The Secretary shall at all times maintain a current roster of the Executive Committee's officers and members, appointees and the officers and members of the standing committees, including their residence and business addresses, telephone numbers and emails and shall supply a copy to any Executive Committee member or officer on request.
- 6.4.3 The Secretary shall at all times maintain a current roster of the precinct delegates of the Executive Committee. This roster will include at a minimum the delegate's name, current mailing address, residence address if different than mailing, home phone number, email address and both current voting municipality and precinct number in which the delegate was elected to represent.
- 6.4.4 The Secretary shall be a member of the Executive Committee Convention Committee.
- 6.4.5 Should a vacancy develop in the office of the Secretary, the Chair may appoint an interim Secretary until a permanent Secretary can be elected.

6.5 TREASURER

- 6.5.1 The Treasurer shall have custody of all funds of the Executive Committee, which funds shall not be drawn upon without the approval of the Chair, who shall act in the interest or under the direction of the Executive Committee. All payments must be made by check, credit/debit, or any approved source and approved by both the Chair and the Treasurer.

- 6.5.2 The Treasurer shall prepare a written report for each regular meeting of the Executive Committee that summarizes cash flow.
- 6.5.3 The Treasurer shall keep the Chair and the Executive Committee informed of all payments due, including county quota payments due the Michigan Republican State Committee, if any.
- 6.5.4 The Treasurer shall keep a record of all receipts and disbursements of funds in his or her control and said records, upon reasonable request, shall be open to inspection by any officer or member of the Executive Committee.
- 6.5.5 The Treasurer shall be the Chair of the Finance Committee. The Treasurer shall keep the Finance Committee informed of all financial activities and obligations, and shall especially bring to the committee's attention any problems that may arise with our finances or our financial records. The committee shall give assistance to the Treasurer as needed.
- 6.5.6 Should a vacancy develop in the office of the Treasurer, the Chair may appoint an interim Treasurer until a permanent Treasurer can be elected.

6.6 OTHERS

All other officers, members, volunteers and employees of the Executive Committee, as well as standing committee members, shall be subject to these Bylaws and to the other Rules, Bylaws, and Statutes to which the Committee is subject.

ARTICLE 7

STANDING AND SUBORDINATE COMMITTEES AND APPOINTMENTS

7.1 PURPOSE

The Executive Committee may have standing and/or subordinate committees, which shall advise the Chair and the Executive Committee with respect to all matters within their jurisdiction and shall perform such other duties as the Chair or the Executive Committee may direct.

7.2 COMMITTEES

7.2.1 STANDING COMMITTEES

The Executive Committee Chair shall make a recommendation for the Chair of each committee and bring those recommendations to the Executive Board for approval.

7.2.1.1 STANDING COMMITTEE MEMBERSHIP

The Chair of the respective standing committees may appoint the membership of each standing committee at the first meeting of the Executive Committee in each calendar year, providing the Executive Committee with a written roster. The Chair is free to make subsequent changes in the membership and leadership of the standing committees, providing written notice to the Executive Committee.

7.2.1.2 STANDING COMMITTEES' FIRST MEETING

Each standing committee shall meet at the call of that standing committee's Chair.

- 7.2.1.3 The Executive Committee Strategic Planning Committee shall be responsible for developing a cohesive and comprehensive strategic plan to accomplish the mission of the Executive Committee: increasing participation in the local Party and aiding in the election of Republican candidates.
- 7.2.1.3.1 The Executive Committee Chair or their appointee shall chair the Strategic Planning Committee and membership shall be made up of the Executive Committee officers and all other standing committee chairs. Other persons may be added for their expertise.
- 7.2.1.3.2 The Strategic Planning Committee will determine the Executive Committee's goals for each election cycle and identify the resources required. To facilitate this planning the Strategic Planning Committee will develop a two year budget (January 1, of the odd numbered year, December 31, of the following even numbered year) to recommend to the Executive Committee Chair. This recommendation must be submitted by August 31, of the even numbered year to the Chair.
- 7.2.1.4 Finance Committee - The Treasurer shall be the Chair of the Finance Committee, and he/she shall be the keeper of the Executive Committee's financial records and funds, and shall provide monthly reports to the Executive Committee for review. The Chair of the finance committee shall be responsible for preparing and filing all legally required state and federal campaign finance reports.
- 7.2.1.5 Fund-raising / Special Events Committee - The Committee Chair shall develop, implement and supervise and coordinate the raising of all funds needed to meet the budget of the Executive Committee unless otherwise directed by the Chair.
- 7.2.1.6 Membership Committee - The Chair shall be responsible for conducting an annual membership drive. The Membership Chair shall be a member of the Finance Committee and present membership initiatives to the Strategic Planning Committee and to the Executive Committee as required.
- 7.2.1.7 The Outreach Committee - The Chair shall be responsible for developing and implementing strategies to increase the Executive Committee presence in Genesee County. This committee will have as members the presiding officer, or their designee, of any and all GOP affiliated organizations.
- 7.2.1.8 The Convention Committee - The Chair shall be responsible for all details and preparations related to County Conventions which are not delegated by law to other groups or persons. The Chair of the Convention Committee shall serve as an Honorary member of the newly elected Executive Committee for two (2) months to assist with the January County Convention in the odd numbered years at the discretion of the newly elected Executive Committee Chair and with the approval of the Executive Committee.
- 7.2.1.9 The Candidate Committee - The Chair shall recruit and train qualified Republican candidates to run for public office and shall help develop strategies and resources to support the election of those candidates.
- 7.2.1.9.1 The Candidate Committee Chair shall at all times maintain a current roster of elected and appointed positions throughout Genesee County including information regarding partisan or non-partisan, length of term,

current officeholder, and date of next election or appointment and appointing body or official.

7.2.1.10 The Bylaws Committee - The Chair will be responsible for ensuring that the Bylaws are clear, understandable, and are in accord with the current State Committee Bylaws. The Bylaws Committee will also be responsible for seeing that the Executive Committee Bylaws are followed by the Executive Committee or shall submit to the Executive Committee proposed changes to the Bylaws in order to bring the Bylaws in line with the current operating procedures.

7.2.1.11 The Public Relations Committee - The Chair shall form a committee to review all content to be put on the Executive Committee website, on social media, in press releases, and any and all responses on behalf of the Executive Committee to and from the news media. The committee shall consist of the Executive Committee Chair and a minimum of two (2) additional members from the Executive Committee. The Public Relations Committee shall designate a public spokesperson. When the name of an Executive member is used in a public statement, that member shall have the right to review and decline the content.

7.3 OTHER COMMITTEES

The Chair may create other committees with powers and duties not inconsistent with these Bylaws with the approval of the Executive Committee.

7.4 APPOINTED POSITIONS

The Chair may appoint, subject to the approval of the Executive Committee, a person to each of the following positions and other such positions the Executive Committee Chair may deem necessary. The term of these positions, or any other deemed necessary by the Executive Committee Chair, is that of other members of the Executive Committee. These positions are not voting members of the Executive Committee unless they qualify pursuant to Article 3. The Chair is free to make subsequent changes in these positions, subject to approval of the Executive Committee.

7.4.1 Office Manager

The Office Manager is to coordinate the day to day activities in the Executive Committee office on an "as needed" basis.

7.4.2 Volunteer Coordinator

The Volunteer Coordinator will be responsible for managing information about volunteers available to our candidates and the Executive Committee.

7.4.3 Webmaster

The Webmaster will be responsible for updating and monitoring the website of the Executive Committee and shall be a member of the Public Relations Committee.

7.4.4 Parliamentarian

The Parliamentarian will advise the Executive Committee Chair on all matters relating to parliamentary procedure on an "as needed" basis.

ARTICLE 8 MEETINGS

8.1 REGULAR MEETINGS

The Executive Committee shall hold meetings at least ten times each year or more frequently as required to carry out the duties and responsibilities of the Executive Committee. The time and place of all meetings shall be determined by the Chair and a tentative schedule of the year's meetings shall be announced by the Chair at the first meeting of the Executive Committee each calendar year.

8.2 SPECIAL MEETINGS

The Chair may call special meetings of the Executive Committee and must call special meetings when requested by two of the voting officers, or when requested in writing by one-third of the members of the Executive Committee. The Vice-Chair may not act in the absence of the Chair for purposes of calling special meetings.

8.3 REMOTE MEETINGS

If it becomes necessary to hold meetings and conduct business through electronic means, i.e., Zoom, conference calls, or other remote devices, due to circumstances beyond our control, the date, time and remote means for said meetings shall be determined by the Chair and properly communicated to the Executive Board by the Secretary in accordance with Article 8.4.1.

8.4 PRIOR NOTICE

8.4.1 Regular Meetings: Not less than seven (7) days prior to each regular meeting of the Executive Committee, the Secretary shall forward to each member of the Executive Committee written notice of the time and place of the meeting and agenda of the subject matter to be considered at that meeting. Notice may be delivered by a currently accepted electronic means (for example: e-mail), and it is the responsibility of Executive Committee members to keep the Secretary informed of their current electronic address.

8.4.2 Bylaws cannot be waived as part of a motion to make appointments during an Executive Committee meeting except with a two-thirds (2/3) majority vote of the Executive Committee affirming the waiver in a separate vote. A request for waiver can be presented seventy-two (72) hours prior to the start of the Executive Committee meeting, in which case a simple majority of voting members present can approve the waiver of Bylaws; and then only for a specific identified motion.

8.4.3 Special Meetings: The Secretary shall forward to each member of the Executive Committee, at least 3 days in advance, written notice of the time and place of any special meeting and an Agenda which will clearly indicate the purpose of the meeting. No issue shall be voted on at a special meeting which was not included in the Agenda prepared in advance of the meeting and included in the call to the meeting. Notice may be delivered by a currently accepted electronic means (for example: e-mail), and it is the responsibility of Executive Committee members to keep the Secretary informed of their current electronic address.

8.5 QUORUM

A quorum will be the number of members present equal to or greater than one-half (1/2) of the number of Elected Executive Committee members. Any combination of Elected members, Officers, and Statutory members with paid membership shall constitute a quorum.

8.6 VOTING

Voting members of the Executive Committee shall each have one vote and must be present in order to exercise that vote, except as otherwise provided by law. There shall be no proxy voting.

8.7 RULES

Robert's Rules of Order shall govern the conduct of the Executive Committee, its meeting and the meetings of its standing committees except as otherwise provided for in these Bylaws and other Rules, Bylaws, and Statutes to which the Executive Committee is subject.

ARTICLE 9 STATE CONVENTIONS

9.1 DELEGATION CHAIR

Unless otherwise directed by the county convention, the Executive Committee Chair shall serve as the Chair of the Genesee County Delegation to the Republican state conventions.

9.2 ALTERNATES

Unless otherwise directed by the county convention, the Chair of the Genesee County Delegation to state conventions shall fill vacancies in the Genesee County Delegation.

ARTICLE 10 MISCELLANEOUS

10.1 RECORDS

Records and materials received or prepared by the volunteers, members, officers, or employees of the Executive Committee in the discharge of their duties shall be the property of the Executive Committee, and each such officer or employee, at the conclusion of his term of service, shall deliver all such records and materials to his successor, to the Chair of the Executive Committee, or to the Chair of the Republican State Committee, except as the Executive Committee may otherwise direct. All official records shall be kept at the Executive Committee Headquarters.

10.2 CORRESPONDENCE

Any correspondence (excluding the newsletter and the website, which are the responsibility of the Public Relations Committee) is the responsibility of the committee that requires the correspondence to complete its task, for example invitations to the Lincoln Day Dinner are the responsibility of the Special Events Committee and Calls to Convention are the responsibility of the Convention Committee. The resources for known and reasonably anticipated correspondence will be allocated to the respective committee in the budget process.

10.2.1 Review and Approval

All correspondence must be submitted or made available prior to publication to the Executive Committee Chair for review and approval. The Executive Committee Chair must be provided seventy-two (72) hours to review the document and return it with required changes. The revised correspondence must be resubmitted to the Executive Committee Chair. This process will continue until the Executive Committee Chair returns the correspondence without any revisions.

10.2.2 Funding

The funding for correspondence will be in each committee's budget. New initiatives that will require significant expenditure must be reviewed and approved by the Executive Committee. Significant expenditure is considered to be that in excess of \$100.00.

10.3 PRIMARIES

As a general rule, the Executive Committee does not provide financial assistance or endorse candidates in a Republican contested primary election.

10.4 INDEMNIFICATION

The Executive Committee shall indemnify any person who was or is Party to, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, by reason of the fact that he or she is or was an officer or member or employee of the Executive Committee, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith, with the approval of the Executive Committee or Chair and in a manner he or she reasonably believed to be in the best interest of the Executive Committee and with respect to any criminal action or proceeding has no reasonable cause to believe his or her conduct was unlawful.

ARTICLE 11 BYLAWS

11.1 AMENDMENTS

These Bylaws may only be amended by a two-thirds (2/3) majority vote at a meeting with a quorum of the Executive Committee present and where the Agenda of the meeting includes such amendment.

11.2 DISTRIBUTION

The Secretary shall deliver a copy of these Bylaws to each member of the Executive Committee following the election of such members and to the Chair of the Michigan Republican State Committee following adoption or amendment of these Bylaws. In a like manner, the Secretary shall also be responsible for delivering a current copy of MLCA 168.599 to all members and officers of the Executive Committee.

Adopted by the Genesee County Republican Party
Executive Committee on **March 18, 1999**

Amended on **January 6, 2011**

Amended on **February 2, 2012**

Amended on **March 7, 2013**

Amended on **February 6, 2014**

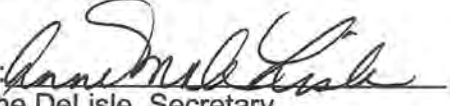
Amended on **May 1, 2014**

Amended on **June 6, 2019**

Amended on **August 3, 2021**

GENESEE COUNTY REPUBLICAN PARTY:

BY: 
Matt Smith, Chairman

BY: 
Anne DeLisle, Secretary