

**BYLAWS OF THE INGHAM COUNTY REPUBLICAN
EXECUTIVE COMMITTEE**

ARTICLE I

NAME

This committee shall be called the Ingham County Republican Executive Committee. It is hereinafter referred to as the "Executive Committee."

ARTICLE II

PURPOSES

The purpose and object of the Executive Committee shall be to carry out its statutory duties and related activities. The Executive Committee shall also be mindful of such duties as will benefit the general welfare of the Republicans of Ingham County and promote the election of Republican candidates.

ARTICLE III

DUTIES

- A. The Executive Committee shall work in close cooperation with the other Republican Party organizations in the state and county, and shall superintend the affairs and business of the Republican Party in and for the county.
- B. The Executive Committee shall be responsible to the County Committee for the exercise of its powers and duties. The Executive Committee shall have and perform all the powers and duties of the County Committee between meetings of the County Committee.

ARTICLE IV

MEMBERSHIP

The voting membership of the Executive Committee shall be selected as follows: namely, the most recent Republican nominees for state legislative and county offices in Ingham County; plus an equal number of delegate-appointed members elected at the November County Convention. Officers of the Executive Committee may resign as a delegate-appointed member creating a vacancy that may be filled by the Executive Committee. The Officers will remain full voting members of the Executive Committee.

ARTICLE V

VACANCIES

- A. Candidate members may resign from the Executive Committee in the event that they remove their legal residence from Ingham County. Delegate-appointed members may resign from the Executive Committee at any time.

- B. A vacancy created by a candidate member's death or removal of legal residence from Ingham County may be filled by the remaining members of the Executive Committee at a regular meeting at which a quorum is present, provided that notice shall be given as specified in Article IX, Section D. A majority of those present and voting shall be necessary for election.
- C. Vacancies of delegate-appointed members shall be filled by the remaining delegate-appointed members of the Executive Committee at a regular meeting at which a quorum is present, provided that notice shall be given as specified in Article IX, Section D. A majority of delegate-appointed members present and voting shall be necessary for election.
- D. In the event of the death, resignation, or removal of the Chair, the Vice-Chair shall act as Chair until the next regular meeting of the Executive Committee, at which time the Executive Committee shall elect a new Chair; provided, that notice shall be given as specified in Article IX, Section D. If there is insufficient time to give such notice, then the new Chair will be elected at the following regular meeting of the Executive Committee. The acting Chair may be a candidate for Chair but must first resign as Vice-Chair. Vacancies occurring in any other offices shall be filled as set forth in (B) above.
- E. The Executive Committee shall have ex-officio non-voting members, who shall be the Chairs of the various committees plus the current Chair or the Chair's designee from the various affiliate County Republican organizations.

ARTICLE VI

OFFICERS

- A. The Executive Committee shall have officers, elected by the Executive Committee, who shall serve terms of 2 years beginning January 1 of every odd-numbered year.
 - 1. There shall be a Chair who shall have the following duties and responsibilities:
 - (a) Be the chief spokesman for the party in the county, and no other person shall speak for or in the name of the Executive Committee or the County Committee without the express authorization of such Committee.
 - (b) Preside as chair at all meetings of the Executive Committee and the County Committee.
 - (c) Be a voting member of all standing and special committees.
 - (d) Decide all questions of patronage after consultation with the Committee and with such other persons as is in each case appropriate.

(as revised and adopted January 10, 2011)

- (e) Be primarily responsible for the development and executive of the party program and campaign in the county and keep the Executive Committee fully advised at all times, with respect thereto.
 - (f) Make all appointments required by these bylaws subject to the approval of the Committee.
 - (g) Direct and supervise all employees of the Committee.
 - (h) Be responsible for the direction and management of all offices of the Executive Committee or the County Committee.
 - (i) Ensure that all resolutions approved by the Executive Committee or the County Committee is carried out as prescribed in the resolution.
 - (j) No later than the May meeting of the Executive Committee after taking office, present and recommend to the Executive Committee a two-year program for the county party and the annual budget(s) to implement the program, in consultation with the Executive Committee and other members of the County Republican Party.
 - (k) Perform other duties as prescribed by the Executive Committee.
 - (m) At the discretion of the Ingham County Republican Executive Committee, the Office of Chair may be occupied by two individuals or Co-Chairs, who shall share the duties of Chair.
2. There shall be a Vice-Chair who shall have the following duties and responsibilities:
- (a) Perform the duties of the Chair in the absence of the Chair.
 - (b) Be responsible for the coordinating and execution of all volunteer related activities.
 - (c) Perform other duties as prescribed by the Committee.
3. There shall be a Secretary who shall have the following duties and responsibilities:
- (a) Take and preserve accurate minutes of all meetings of the Executive Committee, and shall send copies thereof to each member of the Executive Committee as soon as possible after each meeting.
 - (b) Maintain a current roster of the Executive Committee's membership and officers, all elected Republican Officials in Ingham County, and

(as revised and adopted January 10, 2011)

a listing of the dues-paying membership of the party, including their correct mailing address and telephone numbers. Copies of the Executive Committee roster shall be provided to any member upon request.

- (c) Be responsible for receiving and sending all communications from and to the Executive Committee.
 - (d) Perform other duties as prescribed by the Executive Committee.
4. There shall be a Treasurer who shall have the following duties and responsibilities:
- (a) Have custody of all funds of the Executive Committee and the County Committee.
 - (b) Deposit, within 10 business days, all funds received by the Executive Committee or the County Committee.
 - (c) Disburse funds in a timely manner for all expenditures, debts and obligations of the Executive Committee or the County Committee. All expenditures shall be authorized in advance by the Chair.
 - (d) Maintain checkbook records showing the payee, amount, and purpose of each check; deposit records showing the source and amounts of all deposits; a file of all cancelled checks, all bank statements, and copies of all state and federal campaign finance reports filed by the Committee. These records shall be made available for inspection by any member of the Executive Committee.
 - (e) Prepare and file all legally required state and federal campaign finance reports.
 - (f) Assist in the preparation of the annual budget.
 - (g) Provide to the Executive Committee at least quarterly a report of the financial status of the Executive Committee, and monthly a list of expenditures.
 - (h) Recommend to the Chair any necessary changes in the budget.
 - (i) Perform other duties as prescribed by the Executive Committee.
5. There shall be a Deputy Treasurer who shall have the following duties and responsibilities:

(as revised and adopted January 10, 2011)

(a) Perform the Treasurer's duties in the absence of the Treasurer

(b) Perform duties as directed by the Executive Committee

B. The Executive Committee may appoint other temporary officers as deemed necessary, prescribe their duties and responsibilities, for a period not exceeding the term of the Executive Committee.

C. Except as may otherwise be lawfully provided by the County Committee, the officers of the Executive Committee shall be the officers of the County Committee.

ARTICLE VII

COMMITTEES

1. The Chair, with the advice and consent of the Executive Committee, shall appoint the members and chairs of the committees.
2. Members of the committees shall serve during one calendar year. A member may be removed by the Chair of the Executive Committee.
3. Committees shall meet on a regular basis and shall advise the Chair and the Executive Committee with respect to all matters of their responsibilities and shall perform other responsibilities as directed by the Chair of the Executive Committee.
4. The Executive Committee may appoint special committees with responsibilities not inconsistent with these bylaws, with specific purposes and with specific, limited existence.

ARTICLE VIII

EMPLOYEES

As specified within the limitations of the budget, the Chair of the Executive Committee, in consultation with the officers, shall have the authority to hire or fire employees as deemed necessary and specify their duties and responsibilities.

ARTICLE IX

MEETINGS

- A. The Executive Committee shall meet regularly at such times and places and with such notice as the Executive Committee may by resolution provide; provided, that an agenda shall be mailed to all members pursuant to the notice provisions of Article IX, Section D.
- B. Special meetings may be called by any officer upon the written request of at least one-fourth (1/4)

(as revised and adopted January 10, 2011)

of the voting members of the Executive Committee; provided that notice shall be given as specified in Article IX, Section D.

- C. No vacancy or committee recommendation shall be voted upon at any meeting unless a copy or description thereof was included with or made a part of the agenda as provided above, except by unanimous consent.
- D. An agenda and preliminary notice of the subject matter to be considered at meetings of the Executive Committee shall be forwarded by first class mail, postage prepaid, by electronic transmission, or personally delivered by the Secretary to each member of the Executive Committee with notice of the time and place of the meeting not less than eight (8) days prior to each meeting. The agenda shall give notice of the subject matter of any resolutions to be considered at meetings of the Executive Committee.

ARTICLE X

VOTING

A quorum of the Executive Committee shall consist of at least one-fourth (1/4) of its voting members, but a smaller number may adjourn from day to day. Except where a greater number is required by these bylaws, all questions shall be decided by a majority of the members present at a meeting at which a quorum exists. All members must be personally present to vote. Proxy voting shall be prohibited except that nominee members who's electoral districts include more than Ingham County may give a written proxy to other members of the Executive Committee concerning the selection of officers.

ARTICLE XI

REMOVALS

- A. Any delegate-appointed member who shall fail to be personally present for three (3) consecutive regular meetings (i.e. not special meetings) of the Executive Committee, shall be considered to have submitted his or her resignation from the Executive Committee for non-attendance. Members of the United States Armed Forces that are required, because of duty, to be out of the county the day of the meeting would be exempt. The Secretary shall provide written notice that a resignation has occurred to a delegate-appointed member upon the delegate-appointed member's resignation for non-attendance from the Executive Committee.
- B. An officer of the Executive Committee may be removed for Cause. Such Cause shall be limited to mis-feasance, mal-feasance, or non-feasance, of the respective duties of office as enumerated within these Bylaws. Such Cause shall be stated in a resolution presented with proper notice; such a Statement of Cause shall require passage by a two-thirds (2/3) majority of those Committee members present and voting at a meeting at which a quorum is present.

Passage of a Statement of Cause shall constitute Notice to the Officer addressed. If said officer is

(as revised and adopted January 10, 2011)

not present at the meeting at which such resolution is passed, the Secretary or sponsor of the resolution shall send a copy of same to the charged officer, by certified mail on the next business day following the passage of the resolution.

At a meeting of the Committee held not less than 20 days, nor more than 40 days, after the passage of the Statement of Cause, for which proper notice has been given and at which a quorum is present, the Committee may vote on the question of Removal based on the Statement of Cause. The officer charged shall have the right to speak to the issue, to answer the charges, and to present witnesses on his or her behalf. A motion made for Removal of an officer shall require a two-thirds (2/3) majority vote of those members present and voting to pass.

Any such Removal shall take effect only when a successor is elected and qualified to the position in question. Such election may take place at the same meeting at which a Removal is made, provided proper notice has been given.

ARTICLE XII

COUNTY CONVENTIONS

The most recent Republican nominees for state legislative and county offices in Ingham County shall automatically be at-large delegates, in their respective precincts where they reside, to all County Conventions held subsequent to their nomination.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern the conduct of the Executive Committee and its standing committees, except as otherwise provided in these bylaws or by the Bylaws of the Michigan Republican State Committee, as amended from time to time. In the event that these bylaws are inconsistent with the Bylaws of the Michigan Republican State Committee, the terms of the latter shall govern.

ARTICLE XIV

COPIES OF BYLAWS

The Secretary shall deliver a copy of these bylaws to each member of the Executive Committee as soon as possible following their adoption.

ARTICLE XV

RECORDS

All records and materials received or prepared by the officers or employees of the Executive Committee or the County Committee in the discharge of their duties shall be the property of the Executive Committee and each such

(as revised and adopted January 10, 2011)

officer or employee at the conclusion of his or her term of service shall deliver all such records and materials to his or her successor or to the Chair, except as the Executive Committee may otherwise direct.

ARTICLE XVI

AMENDMENTS

These bylaws may be amended only by the affirmative vote of 67% of those members of the Executive Committee present, provided a quorum is present. No amendment shall be voted upon unless notice thereof has been mailed to all members of the Executive Committee pursuant to Article IX, Section D.

ARTICLE XVII

Upon dissolution, this organization's assets shall revert to the benefit of Ingham County government.

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