

BYLAWS
OF THE
MICHIGAN REPUBLICAN STATE
COMMITTEE

AS AMENDED DECEMBER 3, 2022

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ARTICLE I - Name

This Committee shall be identified as the Michigan Republican State Committee and for the purpose of these Bylaws, unless otherwise specified, shall be designated as the Committee. Notwithstanding the foregoing, the official name of this Committee shall be the “Michigan Republican Party”.

ARTICLE II – Purposes

The purposes of this Committee shall be as follows:

- A. To perform all duties delegated to a State Committee by law, and such other duties not prohibited by law.
- B. To direct, manage and supervise the affairs and business of the Republican Party in Michigan. This shall include, but shall not necessarily be limited to:
 - 1. work for the election of nominees of the Republican Party in Michigan; and
 - 2. work in close cooperation with other Republican state, district and county organizations.
- C. To adopt Bylaws by which the Committee shall be governed.

ARTICLE III - Membership And Vacancies

- A. Regular Members. The regular members of this Committee shall be seven (7) persons, no more than four (4) of which shall be of the same gender (one of whom shall be the District Chairman) nominated and elected from each congressional district caucus at the Spring State Convention; the Chairman, the Co-Chairman (who shall be the running mate of the Chairman), a Coalitions Vice Chairman, an Outreach Vice Chairman, a Grassroots Vice Chairman, an Ethnic Vice Chairman, an Administrative Vice Chairman, and a Youth Vice Chairman, all of whom shall be nominated and elected at the Spring State Convention in odd-numbered years; the Secretary of the Committee who shall be elected at the second meeting of the Committee following its election; the Treasurer and General Counsel of the Committee who shall be nominated by the Chairman and confirmed by the Committee at the second meeting of the Committee following its election; the Finance Chairman of the Committee who shall serve at the pleasure of the Chairman; the National Committeeman and National Committeewoman selected according to law until their successors are elected; and the president of the Republican Women's Federation of Michigan; and a Chairman of a county executive committee as selected by the County Chair Advisory Committee.

- B. Ex-Officio Members. The following persons or their designees shall be ex-officio members of the Committee: (1) the Governor, if the Governor is a Republican; (2) the Secretary of State, if the Secretary of State is a Republican; (3) the Attorney General, if the Attorney General is a Republican; (4) a United States Senator, if the United States Senator is a Republican; (5) a Congressman selected from the Republican Caucus of the Michigan Congressional Delegation; (6) a Senator selected from the Republican Caucus of the Michigan State Senate; (7) a Representative selected from the Republican Caucus of the Michigan House of Representatives; and (8) the Chairman of each county executive committee during his/her term of office to serve until his/her successor is elected or qualified (hereinafter referred to as a "County Ex-Officio Member"). Ex-Officio members are non-voting members of the Committee except as otherwise specifically provided in these Bylaws. Ex-officio members shall be sent notice of Committee meetings in the same manner as regular members of the Committee.
- C. Non-Voting Members. There shall also be seven (7) non-voting members from each of the following: Michigan Women's Federation, the Michigan Young Republicans, the Michigan Federation of Teenage Republicans, the Michigan Federation of College Republicans, the Michigan Black Republican Council, the Michigan Republican Nationalities Council, and the Republican National Hispanic Assembly of Michigan, with one member from each group to serve on a different Standing Committee. The foregoing members shall be nominated by each of the above-referenced groups, and confirmed by appointment of the Chairman.

- D. Paid Members. There shall be a "paid member" category of membership of the Committee. For the purposes of these Bylaws, the term "paid member" shall have the same meaning as Section 6(2)(a) of the Michigan Campaign Finance Act, or any successor or similar statute. In order to be eligible to become a paid member of the Committee on any given date, an individual must make a contribution to the Committee within eight (8) years from such date. If the requirements to become a paid member are otherwise met, each regular member, ex-officio member, or non-voting member may become a paid member of the Committee. Except pursuant to written authorization by the Chairman or by a majority vote of all of the regular members of the Committee: (1) there shall be no meetings of paid members; (2) paid members shall not have a voice or vote on any matter before the Committee or any subcommittee of the Committee; and (3) paid members, either individually or collectively, shall have no authority to speak or act on behalf of the Committee. The benefits of being a paid member of the Committee shall be determined from time to time by the Chairman. Notwithstanding anything in these Bylaws to the contrary, the Chairman may, at any time and for any reason or no reason, terminate an individual's status as a paid member of the Committee.
- E. Qualifications and Rights of Regular Members. Each regular member of the Committee shall be a registered voter in Michigan; in the case of District members, a resident of the Congressional District such member represents. Regular members shall have the right to vote on all matters which come before the Committee, except as otherwise provided in these Bylaws. To help defray State Committee Meetings costs, each regular member of the Committee must annually contribute at least twenty-five dollars to a regulated fund of the Committee by April 1st at 11:59PM. Beginning on April 2nd, the fee increases to at least fifty dollars. Failure of a regular member of the Committee to contribute to a regulated fund of the Committee on or before April 2nd shall result in the automatic suspension of all rights and privileges of such regular member until the contribution is made. Any person filling a vacancy shall have 60 days to make a \$25 contribution, thereafter it shall increase to \$50. No individual may serve as a regular member of the Committee in more than one capacity; consequently, in the event that an individual (currently serving as a regular member of the Committee) is subsequently selected to serve as a regular member of the Committee in another capacity, the regular member position first held by such person shall automatically become vacant, to be filled pursuant to these Bylaws.
- F. Qualifications And Rights Of County Ex-Officio Members. In the event that: (1) a county ex-officio member resigns from this Committee, is removed from this Committee, or refuses to serve as an ex-officio member of this Committee; (2) a county ex-officio member is selected to serve as a regular member of this Committee; (3) there are Co-Chairmen from a particular county; (4) a county ex-officio member of this Committee resigns or is removed as Chairman of the county executive committee; or (5) there exists any other issue relating to the qualifications of a county ex-officio member to serve on this Committee, then in such an event, the county executive committee of the county in question shall determine the county ex-officio member to serve on this Committee. Each county ex-officio member shall be a registered voter of the county such member represents. If a county ex-officio member is not present for any particular meeting, the county ex-officio member may provide a proxy or, if no proxy is provided, the county

ex-officio member's county executive committee may designate a substitute county ex-officio member; provided, however, that the proxy or substitute county ex-officio member must be a registered voter of the county ex-officio member's county. Each county ex-officio member of the Committee must be a financial contributor to a regulated fund of the Committee each calendar year; failure of a county ex-officio member of the Committee to contribute to a regulated fund of the Committee by March 1st in each calendar year shall automatically suspend all rights and privileges of such member until the contribution is made in that calendar year.

- G. District Chairman Vacancies. A permanent vacancy in the District Chairman position arising from any cause whatsoever shall be filled by the committee of the Congressional District in which the vacancy arises within sixty (60) days after such vacancy arises. The position of District Chairman may be filled without respect to gender, even though the selection of a replacement District Chairman may cause five (5) men and two (2) women, or five (5) women and two (2) men, to be the regular members of this Committee from such Congressional District. Notice in writing to the Chairman of the State Committee of the name and address of the person selected to fill the vacancy shall be signed by the Acting Chairman of the Committee of the appropriate Congressional District. Notwithstanding anything in these Bylaws to the contrary: (1) In no event shall there be more than five (5) men or five (5) women as regular members of this Committee from any Congressional District; and (2) only in the event of a vacancy in the District Chairman position will these Bylaws ever permit more than four (4) men or more than four (4) women as regular members of this Committee from any Congressional District.
- H. District Member Vacancies. Permanent vacancies in District membership, other than District Chairman, arising from any cause whatsoever shall be filled by the committee of the Congressional District in which the vacancy arises within sixty (60) days after such vacancy arises. A permanent vacancy in District membership (other than District Chairman as provided for in Article III, Section G) must be replaced with a qualified person of the same gender as the person he or she is replacing as a regular member of this Committee; provided, however, if such Congressional District has replaced its District Chairman so that there are five (5) men or five (5) women as regular members of this Committee from such Congressional District (as provided in Article III, Section G), then a permanent vacancy in the District membership must be replaced with a qualified person of the gender which will result in no more than four (4) men or four (4) women as the regular members of this Committee from such Congressional District. Notice in writing to the Chairman of the State Committee of the name and address of the person selected to fill the vacancy shall be signed by the Chairman of the Committee of the appropriate Congressional District.

- I. When A District Member Has Not Provided A Proxy. If a District member is not present for a particular meeting and has not provided for a proxy, the District Chairman, or in his absence, the remaining members present from the absent member's Congressional District, may select a registered voter from their Congressional District to fill the vacancy for that meeting only. If the absent member should subsequently appear during the course of the meeting, said regular member shall regain full voting rights.
- J. When Any Regular Member Other Than A District Member Has Not Provided A Proxy. If any other regular member of the Committee is not present for a particular meeting and is not represented by proxy, that position shall not be filled by any other person.
- K. Removal Of Members.
1. Removal By The Committee. 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 as 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).
 2. Procedures for Removal. Since removal by the Committee is discretionary, there shall be no formal procedures required to remove a member as a member of this Committee.
- L. When An Officer Becomes A Candidate. Should any Committee officer 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 officer shall immediately, effective on the day of the announcement of such a candidacy effort, take a leave of absence from his or her office.

During that sixty (60) day period, that officer shall have none of the titles, rights, powers, resources and perquisites of his or her office.

On or before the expiration of that sixty (60) day period, that officer shall notify the State Party Chairman (or Co-Chairman in the event the Chairman is the officer in question) of that officer's determination to continue or discontinue his or her candidacy.

Should that officer determine to discontinue his or her candidacy, then that officer shall immediately resume his or her office and all the rights, titles, powers, resources and perquisites of that office.

In the event that the officer determines to continue his or her candidacy, or fails to notify the Chairman (or Co-Chairman in the event the Chairman is the officer in question), or refuses to comply with any of the terms of this Section, then that officer shall automatically be deemed a candidate and shall no longer have the titles, rights, powers, resources and perquisites of his or her former office.

If, prior to the passage of sixty (60) days, the deadline passes for candidates to enter the race in question and the officer is the only Republican candidate for the post, the officer shall immediately submit his or her resignation to a committee comprised of the State Chairman or, in his absence, the Co-Chairman, the Chairman of the Budget Committee, and the Chairman of the Policy Committee. Said committee shall then meet and either:

1. accept the resignation of the officer, declare the post vacant, and initiate the process set forth in these Bylaws for filling the officer vacancy; or
2. grant the officer a leave of absence through the general election. In the event this course is followed, the State Chairman or the Co-Chairman shall, with the State Committee's approval, designate an individual to handle the officer's duties in an acting capacity until the general election; or
3. permit the officer to resume his or her duties. Should the committee choose to follow this course of action, it shall reconvene every thirty (30) days until the general election, at which time the committee shall either continue the candidate active status or, instead, follow one of the alternative courses of action set forth above.

M. Conflicts Of Interest.

1. Purpose. 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.
2. Disclosure. All members of this Committee must disclose the following:
 - a. 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.

- b. 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.
 - c. 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.
 - d. Food and drink provided at a campaign center or on the campaign trail and campaign or issue-related clothes are excluded from this provision.
3. Spouses. If the spouse of a member of this Committee would meet the criteria for disclosure under Subsection 2 above, then the member must disclose said compensation.
 4. Ownership. If a member of this Committee has any ownership interest in any company or entity that fits the criteria for disclosure under Subsection 2 of this Section, then the member must disclose said ownership and compensation.
 5. Form Of Disclosure. The Chairman or Chairman's designee shall design a disclosure form for purposes of this Section.
 6. Compliance Officer. The Chairman shall appoint a compliance officer to accept and maintain a record of all such disclosures for at least three (3) years. This compliance officer may be either a paid employee of the Committee or unpaid volunteer. However, in all circumstances, the list of disclosures must be maintained by the Committee and available to any current member of the Committee.
 7. Time Of Disclosure. All members who are subject to disclosure pursuant to this Section, must disclose within thirty (30) days of meeting the \$500 threshold. The member must

provide the disclosure in writing to the Chairman's designated compliance officer. The compliance officer shall provide a list of disclosures monthly to the Chairman and the Chairman of each standing committee. Any member who is required to disclose by virtue of his or her status as employee of an elected Michigan or Federal officeholder need only disclose one time during the course of employment by that officeholder.

8. Current Officers And Members. Any current members of the Committee who meet the criteria for disclosure under Subsection 2 are not required to disclose until ninety (90) days after the adoption of this rule.

9. Determination Of Violation. The compliance officer appointed in Subsection 6 above, either after receiving a complaint or utilizing his or her own discretion, will make a recommendation to the Policy Committee whether or not a violation of this Section has occurred. The Policy Committee, in turn, shall make a recommendation to this Committee whether or not a violation of this Section has occurred. Thereafter, whether or not a violation of this Section has been committed shall be determined by a sixty-six and two-thirds percent (66.67%) vote of the regular members of this Committee.

10. Penalty. Any member of the Committee who violates this Section shall lose their position on the Committee and shall remain ineligible for service on the Committee for a period of five (5) years from the time of discovery of the violation. An expelled member may become eligible for membership on the Committee before the five (5) year penalty period expires only if his or her penalty is waived by a majority vote of the regular members of the Committee.

ARTICLE IV - Officers

- A. Officers. The Committee shall have the following officers, none of whom need be a duly selected or elected member of the Committee from a Congressional District prior to becoming an officer of the Committee:
 1. Chairman;
 2. Co-Chairman;
 3. Coalitions Vice Chairman;
 4. Outreach Vice Chairman;
 5. Grassroots Vice Chairman;
 6. Ethnic Vice Chairman;
 7. Administrative Vice Chairman;
 8. Youth Vice Chairman, who when elected shall not have obtained the age of 25;
 9. Secretary;

10. Treasurer;
11. General Counsel; and
12. Finance Chairman.

- B. Election Of Secretary, Treasurer, And General Counsel. The Secretary, Treasurer, and General Counsel shall be selected at the second regular meeting of the Committee after its election, and they shall hold office until their successors are elected and qualified. They shall have the right to vote on all matters which come before the Committee except for the election of its officers, including their successors, unless they be convention-elected members.
- C. Vacancy In Office Of Chairman. In the event the office of Chairman becomes vacant, the Co-Chairman shall become Acting Chairman until a successor is elected at the next meeting of the Committee (unless the call for the next meeting of the Committee has already been issued before the vacancy occurs, in which case a successor shall be selected at the meeting following the next meeting after the vacancy occurs). In the event the Co-Chairman is unable to serve, the office of Acting Chairman shall pass to the Secretary, Treasurer, General Counsel, and Finance Chairman, in that order.
- D. Vacancy In Offices Of Secretary, General Counsel, Co-Chairman Or Any Vice Chairman. In the event the office of Secretary, General Counsel, , Co-Chairman or any Vice Chairman becomes vacant, a successor shall be selected at the next meeting of the Committee (unless the call for the next meeting of the Committee has already been issued before the vacancy occurs, in which case a successor shall be selected at the meeting following the next meeting after the vacancy occurs), which meeting shall be in part called for that purpose.
- E. Vacancy In Office Of Treasurer. In the event the office of Treasurer becomes vacant, the Secretary shall become the Acting Treasurer until a successor is elected at the next meeting of the Committee (unless the call for the next meeting of the Committee has already been issued before the vacancy occurs, in which case a successor shall be selected at the meeting following the next meeting after the vacancy occurs), which meeting shall be in part called for that purpose. In the event the Secretary is unable to become Acting Treasurer, the office shall pass to the General Counsel and Finance Chairman, in that order, until a successor is elected at the next meeting of the Committee.

F. Selection Method Of Filling Vacancies. In the event that the office of Chairman, Secretary, or any Vice Chairman becomes vacant, a successor shall be selected by the Committee. In the event that the office of Co-Chairman, Treasurer, or General Counsel becomes vacant, a successor shall be selected by nomination by the Chairman and confirmation by the Committee.

G. Removal Of Officers.

1. Removal By The Chairman. The Chairman shall have the power to declare vacant the seat of any officer who refuses to support the Republican nominee for any office within the State of Michigan.
2. Removal By The Committee. Any officer may be removed as an officer and 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 an officer, 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 officer in question, then such petition shall be filed with the Secretary).
3. Procedures For Removal. Since removal by the Chairman or by the Committee is discretionary, there shall be no formal procedures required to remove an officer as an officer and member of this Committee.
4. Selection Of Successor. In the event of the removal of an officer, a successor shall be selected at the next meeting of the Committee, which meeting shall be in part called for that purpose. Upon removal, an officer shall not be eligible to become a member of this Committee for the remainder of the term of office for which such officer was removed.

ARTICLE V - Duties Of Officers

- A. Chairman. The Chairman shall preside at all meetings of the Committee, and the Chairman or his/her designee shall sign all contracts, agreements and documents, submit reports to the Committee at each meeting of the Committee and at such other meetings as the Committee, by resolution or motion, may require, appoint and hire such employees as the business of the Committee may require, and shall perform such other duties as these Bylaws provide and as the Committee shall from time to time designate. The Chairman shall be an ex-officio member of all standing committees and of all sub-committees. The Chairman's compensation, if compensation is to be accepted by the Chairman, shall be no less than the salary of the Senate Majority Leader and no more than the salary of the Governor, as approved by the Budget Committee.

- B. Co-Chairman. The Co-Chairman shall be a registered voter (and in his/her absence the Secretary) shall have like power as the Chairman in the absence of the Chairman, and shall perform such other duties as the Committee may determine. The Co-Chairman shall be an ex-officio member of all committees of which the Chairman serves as an ex-officio member.
- C. Coalitions Vice Chairman. Shall serve ex-officio as a member of all committees, and shall supervise and direct all coalition building activities, including activities relating to senior citizens, women, union members, blue collar workers, white collar workers, professionals, small businessmen, farmers, sportsmen, conservationists and any other group that should rightfully be a part of the Republican Party coalition. The Coalitions Vice Chairman shall perform such other duties as the Committee or the Chairman may determine.
- D. Outreach Vice Chairman. Shall serve ex-officio as a member of all committees, and shall supervise and direct all activities necessary to deliver the Republican message, including activities relating to media, letters to the editor, local cable access, Internet, assisting candidates with editorial boards, endorsements, and arranging for speakers to spread the Republican message. The Outreach Vice Chairman shall perform such other duties as the Committee or the Chairman may determine.
- E. Grassroots Vice Chairman. Shall serve ex-officio as a member of all committees, and shall supervise and direct all activities relating to precinct delegate recruitment, voter registration, volunteers, and get-out-the-vote efforts. The Grassroots Vice Chairman shall perform such other duties as the Committee or the Chairman may determine.
- F. Ethnic Vice Chairman. Shall serve ex-officio as a member of all committees, and shall supervise and direct all ethnic activities designed to attract citizens of every race, color, creed, and nationality to the Republican Party. The Ethnic Vice Chairman shall perform such other duties as the Committee or the Chairman may determine.
- G. Administrative Vice Chairman. Shall serve ex-officio as a member of all committees, and shall supervise and direct all activities relating to conventions, candidate events, and conferences. The Administrative Vice Chairman shall perform such other duties as the Committee or the Chairman may determine.
- H. Youth Vice Chairman. Shall serve ex-officio as a member of all committees, and shall supervise and direct all youth activities of the Party. The Youth Vice Chairman shall perform such other duties as the Committee or the Chairman may determine.

- I. Secretary. The Secretary or the Secretary's designee(s) shall keep an accurate record of the minutes of each meeting of the Committee and of the reports of the subcommittees, shall give notice to the membership of all meetings by sending same to the post office address of the member recorded with the Committee, make written report to the Committee at each meeting, perform such other duties as these Bylaws provide and as this Committee shall from time to time require.
- J. Treasurer. The Treasurer or the Treasurer's designee(s) shall comply with all applicable laws and receive all monies paid to the Committee and deposit the same in the name of the Committee in a bank designated by the Budget Committee, pay all bills charged to the Committee when authorized by the Chairman, or in his/her absence the Co-Chairman of the Committee, sign and execute contracts, agreements and documents with the Chairman in the manner set forth in paragraph (A) above, keep accurate account of all receipts and disbursements in proper books, which books shall at all times be open to inspection and examination of the Budget Committee, shall render statements of the financial condition of the Committee to the Committee at each meeting, make an Annual Statement and report to the Committee at each meeting of the year, have books audited or reviewed for each preceding election cycle by certified public accountants proposed by the Chairman and approved by the Budget Committee.

The Treasurer shall turn over to his successor all funds, money and books, accounts, files, letters, papers and other property pertaining to or associated with the affairs and business of the Committee. The Treasurer shall be a non-voting member of the Budget Committee.

- K. General Counsel. The General Counsel shall advise the Committee, its standing committees and its officers on all legal matters involving the Committee, and shall perform such additional duties as may be assigned to him or her by the Chairman and/or Committee.
- L. Finance Chairman. The Finance Chairman shall supervise the Committee's fundraising activities subject to the direction of the Chairman and the Committee, and shall perform such other additional duties as may be assigned to him or her by the Chairman and/or Committee.
- M. Meetings Of Vice Chairmen. The Co-Chairman and all Vice Chairmen shall meet as a group at least five (5) times in each calendar year at the call of the Chairman.
- N. Officers Prohibited from Convention and Primary Candidate Endorsements. Officers of this Committee, as set forth in Article IV(A), are prohibited from endorsing candidates seeking nomination in a convention of this Committee or Republican primary. Such an endorsement shall constitute a conflict of interest and the offending conduct shall be reviewed by the Policy Committee pursuant to its Determination of Violation and Penalty procedures as set forth in Article III(M)(9) and (10).

ARTICLE VI - Meetings

- A. Regular Meetings. The first meeting of this Committee after its members have been elected shall be called by the Chairman within 24 hours after the State Convention is adjourned. There shall be at least five (5) meetings of the Committee in each calendar year.
- B. Special Meetings. Special meetings of the Committee may be called by the Chairman when the business of the Committee requires the same, and the Chairman shall call a special meeting of the Committee on written request of one-third of the members of the Committee, jointly or severally, within 15 days after such written request has been filed with the Chairman. Upon failure to do so, any such member can give notice five (5) days before such meeting. Notices of special meetings shall state the purpose of such meetings.
- C. Quorum. A majority of the total membership of the Committee present in person or by proxy shall constitute a quorum to transact all business of the Committee except where the action of the Committee requires a larger number of members as specially set forth in these Bylaws.
- D. Proxy Voting. Those authorized to vote may vote in person or by proxy at any meeting of the Committee, provided that such person shall be allowed to cast only one vote on each item of business transacted. Any person voting a proxy of a District member must be a qualified elector from that member's Congressional District. Any person voting a proxy of any other regular member must be a qualified elector of the State of Michigan.
- E. Roll Call Votes. All roll call votes shall begin with the Congressional District in which the meeting is being held, proceeding in ascending numerical order by Congressional District until the votes of the highest numbered district have been cast, then continuing in ascending order from the First District until all district members have been called. Officers shall vote after the completion of the roll call of the district members.
- F. Meetings By Conference Telephone Or Similar Communications Equipment. Any meeting called by the State Chairman may be by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting held pursuant to this section constitutes presence in person at the meeting. If any person chooses to vote by proxy at a meeting held pursuant to this section, written authorization to vote by proxy must be received by the State Chairman prior to the commencement of such a meeting.
- G. Notices. For the purposes of these Bylaws, the term "mail" shall be defined as mail by the U.S. Postal Service, electronic mail, facsimile transmission, private mail delivery

service, or personal delivery. Any notices or notification pursuant to these Bylaws may be sent by any reasonable means, including, but not limited to, by the U.S. Postal Service, electronic mail, facsimile transmission, private mail delivery service, telephone or personal delivery.

ARTICLE VII - Committees

- A. Standing Committees. There shall be appointed the following standing committees at the second regular meeting of this Committee:
1. Policy Committee. This committee shall consist of one regular member from each congressional district committee. This committee shall make recommendations to the State Chairman, recommend Party policy and establish programs for implementation by the other standing committees.
 2. Budget Committee. This committee shall consist of one regular member from each congressional district committee. This committee shall maintain budget control, review and approve financial spending, and promote sound fiscal policy.
 3. Issues Committee. This committee shall consist of one regular member from each congressional district committee. This committee shall research, study and evaluate issue positions for consideration by the State Committee or State Conventions. The following persons or their designees shall be ex-officio members of this committee: (1) the Governor, if the Governor is a Republican; (2) the Secretary of State, if the Secretary of State is a Republican; (3) the Attorney General, if the Attorney General is a Republican; (4) a United States Senator, if the United States Senator is a Republican; (5) a Congressman selected from the Republican Caucus of the Michigan Congressional Delegation; (6) a Senator selected from the Republican Caucus of the Michigan State Senate; and (7) a Representative selected from the Republican Caucus of the Michigan House of Representatives. Ex-Officio members are non-voting members of this committee.
- B. Additional Standing Committees Appointed By The Chairman. At all times, the Chairman shall have the discretion to create and dissolve additional standing committees, and to assign such purposes and duties to each of such standing committees as the Chairman shall determine. The purposes and duties of all newly-created standing committees shall be subject to confirmation by the Committee at the first meeting of the Committee following the creation of the standing committee in question.
- C. Committee Assignments. The State Chairman shall be empowered to determine the membership and numbers of members of each standing committee at all times, provided, however, that the Policy Committee, Budget Committee, and Issues Committee must only consist of one regular member from each congressional district committee. Members may serve on multiple standing committees; provided, however, no member shall serve on more than one (1) of the following standing committees: Policy Committee, Budget Committee, and Issues Committee. Any voting member of the State Committee is eligible for membership to any additional standing committee.

- D. Standing Committee Officers. The Chairman of each standing committee shall preside at all meetings of the committee, appoint sub-committees as deemed necessary, and shall perform such other duties as these Bylaws provide. The Vice Chairman shall have like power as the Chairman in the absence of the Chairman, may serve on all other committees in like capacity when the Chairman cannot attend, and shall perform such other duties as the committee may determine. If the standing committee determines that a Secretary is necessary, then a Secretary of each standing committee, or the Secretary's designee, shall keep an accurate record of the minutes of each meeting of the standing committee, and shall perform such other duties as the committee may determine. Each standing committee shall have the right to adopt its own rules and procedures not inconsistent with these rules and with Robert's Rules of Order, Newly Revised.
- E. Notice Of Standing Committee Meetings. Notice of subsequent meetings of each standing committee shall be mailed to each member thereof at least five (5) days before the date of the meeting by the Secretary thereof. Such meetings may be called by the Chairman of the standing committee or by any five (5) members of that committee.
- F. Sub-Committees. Each standing committee shall have the authority and power to appoint sub-committees which may include individuals who are not State Committee members. Each sub-committee so appointed shall include in its membership a person or persons from the standing committee who shall report directly to the standing committee.
- G. County Chair Advisory Committee. A minimum of ten (10) county chairmen shall be selected by the State Party Chairman to become members of this committee. This Committee shall meet a minimum of two (2) times in each calendar year at the call of the Chairman.
- H. Quorum For Standing Committee Meetings. It shall be necessary to have a quorum present at every standing committee meeting, consisting of not less than a majority of the membership of such committee present in person or by proxy, before any standing committee business may be transacted; provided, however, that a quorum be present at a Budget Committee meeting shall consist of not less than two-fifths of the membership of such committee in person, before any Budget Committee business may be transacted.
- I. Committees For Certain Definite Purposes. Committees for certain definite purposes may be appointed from time to time in the manner provided by any adopted resolution of the State Committee.

ARTICLE VIII - Resolutions And Rules

Prior to action by the Michigan Republican State Committee, a resolution or rule (including, without limitation, rules for the selection of delegates to conventions, or rules to supersede state election law) must first be submitted in writing to the appropriate standing committee not less

than fourteen (14) days prior to said committee meeting, by delivery of a copy of said resolution or rule to the Chairman or Secretary of said committee, and to the State Chairman. A copy thereof shall be mailed to all State Committee members not less than seven (7) days prior to their next meeting, provided that the foregoing provisions may be waived by a majority vote of the respective committee. After action by the appropriate standing committee, a resolution or rule shall be presented to the State Committee separate from the committee's report.

ARTICLE IX - National Committee

- A. Relationship With National Committee. The Committee shall maintain a good working relationship with the Republican National Committee and shall assist that Committee in the achievement of its goals.
- B. Election Of National Committeeman And Committeewoman. The Republican National Committeeman and Committeewoman from Michigan shall be elected by and at the same convention which elects delegates to the Republican National Convention. They shall serve until their successors are elected and qualified. They shall be qualified electors of Michigan.
- C. Vacancy In Office Of National Committeeman Or Committeewoman. In the event that either office becomes vacant prior to the convening of a state convention to elect National Convention delegates, this Committee shall elect a successor at the next meeting of the Committee, which meeting shall be in part called for that purpose.

ARTICLE X - Conventions

- A. Selection Of Delegates To The Republican National Convention. The Committee may adopt rules for the selection of delegates to the Republican National Convention.

- B. State Conventions. The time, manner, and place for holding State Conventions shall be consistent with the Michigan Election Law, MCL 168.1 et seq.; provided, however, that the Committee may determine that the time, manner, and/or place for holding State Conventions shall be inconsistent with the Michigan Election Law upon the favorable vote of sixty-six and two-thirds percent (66.67%) of the Committee present and voting, provided there is a quorum present, and such favorable sixty-six and two-thirds percent (66.67%) vote must be made in person by such members and not by proxy.
- C. Certain County And Congressional District Conventions. The Committee shall determine the time and manner for holding all county and congressional district conventions whereby delegates to a State Convention are selected.
- D. Candidates As Convention Delegates. All incumbent members of the state legislature and the Michigan Congressional Delegation shall be entitled to attend a county or district convention as delegates at-large of the county or district convention where such legislator resides.

The most recent person nominated as a Republican candidate for state legislative or county office shall also be a delegate at-large to the county or district convention where such nominee resides.

In addition to the proportionate number of delegates allocated to each county or district to be elected to attend a State Convention, all incumbent members of the state legislature and the Michigan Congressional Delegation shall be entitled to attend a State Convention as delegates at-large of the congressional district in which he or she resides.

ARTICLE XI - Organization Of The Michigan Republican Party

- A. Structure. The Michigan Republican Party is essentially comprised of the following types of party committees:
 - 1. the Committee as organized pursuant to these Bylaws;
 - 2. congressional district committees; and
 - 3. county executive committees.
- B. Non-Affiliation Of Political Party Committees. Although the Committee works in cooperation with congressional district and county party organizations, the Committee is not "affiliated" with the congressional district and county party organizations so that any contributions made by these political party committees shall be presumed to be made by one political committee under the Federal Election Campaign Act, 2 USC § 431 et seq., and corresponding regulations or under the Michigan Campaign Finance Act, MCL 169.201 et seq. No provision in these Bylaws shall be interpreted to allow funds to be

transferred between political party committees for the purpose of funneling funds to avoid the contribution limitations of 2 USC § 441a(a)(5). Political party committees shall not make any contributions in cooperation, consultation or concert with, or at the request or suggestion of any other political party committee. No provision in these Bylaws shall be interpreted to allow any political party committee to control any other political party committee so that any contributions made by these political party committees shall be presumed to be made by one political committee under the Federal Election Campaign Act, 2 USC § 431 et seq., and corresponding regulations or under the Michigan Campaign Finance Act, MCL 169.201 et seq.

ARTICLE XII - Congressional District Committees

- A. Number. There shall be one congressional district committee in each congressional district in the State of Michigan. Each congressional district committee shall adopt its own bylaws and rules of procedure.

- B. Organization. Each congressional district shall elect a congressional district chairman, a vice-chairman, a secretary, a treasurer, six (6) members of the Committee (as selected pursuant to Article III, Section A) and a committee of fifteen (15) members (for a total of twenty-five (25) committee members) to serve for two-year terms or until their successors are duly elected and qualified. The congressional district officers and committees shall be elected at the Spring State Convention in every odd numbered year. Permanent vacancies in district committee membership shall be filled by the congressional district committee in which such vacancy occurs consistent with the bylaws of such congressional district committee.

- C. Legislators As Additional Members Of Congressional District Committees. A congressional district committee may adopt bylaws allowing members of the state legislature and the Michigan Congressional Delegation who reside in that district to be members of the congressional district committee, in addition to the committee of twenty-five (25) described in Article XII, Sections A and B.

- D. Membership Requirements. No person shall vote or hold any office or position in any congressional district committee unless he or she is at that time a resident of that congressional district, except members of the state legislature whose districts are located in whole or in part in the congressional district.

- E. Filling Vacancies. For congressional districts whose boundaries fall entirely within Wayne County, the congressional district committees thereof shall nominate candidates to fill vacancies that occur in county wide offices, township offices, city offices, or any other office (including state legislative or congressional offices), the electoral district of which is entirely within the boundaries of the congressional district. If the office to be filled comprises more than one congressional district, the congressional district committee(s) and congressional district portion committee(s) of such congressional districts shall nominate candidates to fill these vacancies.

- F. Vice Chairmen. Congressional district committees are encouraged to select vice chairmen, assigning such titles and duties as the six vice chairmen of the Michigan Republican State Committee in order to work with the respective Vice Chairmen of the Michigan Republican State Committee.

ARTICLE XIII - County Executive Committees And Optional County Party Committees

- A. Number. There are as many as eighty-two (82) county executive committees and four (4) congressional district portion committees in the State of Michigan. The county executive committee of each county shall adopt its own bylaws and rules of procedure.

- B. Membership. In even numbered years, the delegates to the fall county convention in each county except Wayne County, shall convene at the call of the county chairperson within thirty (30) days following the November election (the "Post-election Convention") to select a number of persons equal to the number of county offices and state legislative offices for which candidates were nominated at the last two (2) preceding fall primary elections, who, together with the persons most recently nominated by the party for each of those offices shall constitute the executive committee for that county. A nominee for state legislative office shall be a nominee member of the county executive committee for each county which, in whole or part, comprises such nominee's state legislative district. Additionally, a person who is a Republican statewide officeholder shall be a member of the executive committee for the county in which such person resides during his or her term of office. The term of office of a county executive committee commences at the adjournment of the Post-Election Convention and terminates at the adjournment of the next even numbered year Post-Election Convention. When a new nomination or an appointment of a Republican to fill a vacancy is made for an office, the nominee for which is entitled to serve as a member of the executive committee, the new nominee or Republican appointee shall replace the former nominee as a member of the executive committee. If a vacancy occurs in the position of a nominee member of the executive committee, the vacancy may only be filled by the person who is the new nominee or Republican appointee for the office in question. If a vacancy occurs in the position of a delegate-appointed member of the executive committee, the remaining executive committee members shall fill the vacancy. Except as otherwise provided in this section, the executive committee may appoint the officers it considers

proper to carry out the purposes of the executive committee, and may fill a vacancy in any of its offices.

- C. Officers. Within thirty (30) days following the convening of the fall county convention the executive committee, acting without the officers of the county committee (if any) who are not otherwise members of the executive committee, shall meet and select a temporary chairman and temporary secretary. These temporary officers shall serve only during the selection of the officers of the executive committee who shall also serve as the officers of the county committee (if any) for two (2) years commencing on January 1 of the next odd numbered year. The officers shall be a chairman, a vice-chairman, a secretary, and a treasurer. No proxy voting shall be allowed for the selection of officers to a county executive committee.
- D. Optional County Committee. After the officers of the county executive committee have taken office, the executive committee may select a county committee for the party, which committee shall consist of members as the executive committee may determine provided that such action is taken within forty-five (45) days after January 1 of each odd numbered year. The term of service of members of a county committee shall continue for two (2) years and until the selection of their successors. The executive committee shall have the right to appoint officers that in its judgment are proper to carry out the purposes of the county committee, and shall have the power to fill any vacancy which may occur in the membership of a county committee or in any of its offices.
- E. Candidates As Delegates At-Large. A person nominated as a candidate for county office shall be a delegate at-large to the fall county convention held in the year of the candidate's nomination and to all county conventions held during the term of office for which the candidate was nominated. Each person elected as a statewide officeholder and each person nominated as a candidate for state legislative office shall be a delegate at-large to the fall county convention (where such nominee resides) held in the year of the officeholder's election or the candidate's nomination, as the case may be, and to all county conventions held during the term of office for which the officeholder was elected, or the candidate was nominated, as the case may be. The number of delegates at-large shall be in addition to the number of delegates specified in the call for a county convention.
- F. Filling Vacancies. The county executive committee shall nominate candidates to fill vacancies that occur in county wide offices, township offices, city offices, or any other office (including state legislative or congressional offices), the electoral district of which is entirely within the boundaries of the county. If the office to be filled comprises more than one county or parts of more than one county, the county executive committees of such counties shall nominate candidates to fill these vacancies.

- G. Congressional District Portions Of Wayne County. A political party committee may be formed for each congressional district portion of Wayne County. Delegates who reside in Wayne County in a portion of a congressional district within the boundaries of Wayne County shall convene at the odd-numbered year spring county (district) convention and elect its officers and committee members in accordance with its bylaws (which are not inconsistent with these Bylaws). Such committee(s) shall have the same rights and privileges as county executive committees. This Section does not apply to any congressional district whose boundaries fall entirely within Wayne County since such congressional district committees are governed by the terms of Article XII hereof.

- H. Wayne County Republican Committee. The Wayne County Republican Committee, a political party committee, shall adopt its own bylaws and rules of procedure. No other provisions of Article XIII hereof shall apply to the Wayne County Republican Committee.

- I. Precinct Delegate Allotment. On or before April 1 in even numbered years, the chairman of the county executive committee (or, in case of Wayne County, the chairman of a congressional district portion committee, or the chairman of a congressional district committee if the boundaries of such district fall entirely within Wayne County) shall forward by mail or otherwise deliver to the board of election commissioners in that county a certificate showing the number of delegates to the county convention (or, in the case of Wayne County, the district or district portion convention) to which each precinct of the county is entitled. The allotment of precinct delegates to all precincts shall be made to insure, as near as is practicable, equal apportionment based upon the total vote cast for the Republican candidate for either President of the United States or Secretary of State at the last general November election when elections for those offices were held, whichever is later; however, each precinct shall have at least one delegate. The apportionment shall be based on the precincts as they exist 180 days before the August primary election in even numbered years.

ARTICLE XIV - Parliamentary Authority

Robert's Rules of Order, Newly Revised, shall govern the conduct of all meetings of the Committee and its standing committees, except as provided in these Bylaws or by law.

ARTICLE XV - Amendment

- A. Submission In Writing. All proposed amendments to these Bylaws shall be first submitted in writing to the Policy Committee.

- B. Notification Of Committee Members. Each member of the Committee shall be notified in writing of the context of any proposed amendment at least thirty (30) days before the date on which such proposed amendment is to be voted on.

- C. Vote Required To Amend Bylaws. No amendment shall pass until it has received a sixty-six and two-thirds percent (66.67%) favorable vote of the Committee present and voting, provided there is a quorum present, and such favorable sixty-six and two-thirds percent (66.67%) vote must be made in person by such members and not by proxy.