

Bylaws for the St. Clair County Republican Party

Article I – Name

The Republican Party of St. Clair County, Michigan, shall be identified as the St. Clair County Republican Party and shall be governed by an Executive Committee identified as the St. Clair County Republican Executive Committee (“Executive Committee”), in accordance with these Bylaws.

Article II – Purpose

The purpose of the St. Clair County Republican Party shall be as follows:

- A. To work for the election of nominees of the Republican Party
- B. To encourage increasing participation in the activities of the St. Clair County Republican Party, its Congressional Districts, and the State of Michigan
- C. To encourage legislation that promotes the objectives of the Republican Party
- D. To ensure that eligible Republicans are encouraged to vote and to provide sufficient information to influence other voters to support Republican candidates and issues
- E. To adopt Bylaws by which the St. Clair County Republican Party shall be governed

Article III – Membership

Membership in the St. Clair County Republican Party shall include:

- A. All Republican Precinct Delegates elected in the most recent Primary Election
- B. Executive Committee members
- C. Officers
- D. Donors

Notwithstanding anything in these Bylaws to the contrary, the Chairperson may propose a suspension at any time, with justification, of an individual’s status as a donor member of the St. Clair County Republican Party. The Chairperson shall notify the Executive Committee of the proposed suspension at the next regularly scheduled meeting; and a final decision regarding termination shall be determined by a vote of the Executive Committee at the next subsequent meeting. A two-thirds (2/3) majority vote of Executive Committee members present at the meeting is required to suspend membership of any donor.

Article IV - Executive Committee

Section 1 - Membership

The membership of the Executive Committee shall consist of all Republican Nominees for the St. Clair County offices and State of Michigan legislative offices residing in St. Clair County, together with an equal number of Delegates selected by the Delegates at the fall County Convention in the even-numbered years.

All voted ballots, electronic or paper, and all election results should be available to any delegate for verification.

Section 2 - Ex-officio membership

Any selected State Central Committee member residing within St. Clair County shall be an ex-officio member of the Executive Committee.

Section 3 - Vacancies

Any delegate vacancy occurring on the Executive Committee shall be filled by selection by the remaining delegate members of the Executive Committee.

Section 4 - Executive Committee Removal

The Executive Committee shall vote on a delegate's membership which may be terminated by a two-thirds (2/3) vote of those present, at a properly constituted meeting, for the following reasons:

- A. Transfer of residence outside St. Clair County, or
- B. Conviction of a felony, or
- C. Absence from three (3) regular meetings of the Executive Committee within a calendar year without advance notice to the Chairperson or Secretary

The Secretary shall inform the Executive Committee of the occurrence of any of the foregoing.

Section 5 - Term of office

- A. Delegates: The term of office of all delegate members of the Executive Committee shall be for two (2) years, commencing immediately following their selection, or consistent with election laws.
- B. Republican Nominees: The term of office for Republican Nominees of the Executive Committee shall be for their position's term of office, or until a successor has been elected, commencing immediately following their selection, or consistent with election laws.

Article V - Officers and Duties

Section 1 – Officers

The Executive Committee shall meet no less than 7 days and no more than 30 days following the convention for the purpose of electing the executive officers. The current chair will select the date and provide a minimum of 5 days notice. The officers of the Executive Committee shall be Chairperson, Vice Chairperson, Secretary, and Treasurer. If a vacancy occurs, the Executive Committee shall elect a replacement to fulfill the remainder of the term at the next regularly scheduled meeting.

Section 2 - Duties of the Chairperson

As chief executive officer of the Executive Committee, the Chairperson shall have the following duties and powers:

- A. Establish a party organization for the County and appoint personnel to carry out the programs.
- B. Preside at all meetings of the Executive Committee.
- C. Execute all contracts, agreements, documents and other commitments authorized by the Executive Committee.
- D. Assign to other officers such duties as from time to time may be necessary.
- E. Appoint and remove the chairperson and members of all committees, subject to approval by the Executive Committee.
- F. Serve as an ex-officio member of all committees and sub-committees.
- G. Appoint, annually, two (2) members from the Executive Committee to audit the books and financial records maintained by the Treasurer. No member shall audit the books for more than two (2) consecutive years.
- H. Submit, annually, a copy of the above auditors' report, which has first been reviewed by the Treasurer, to the Executive Committee. See Section 5 - F.
- I. Hire all employees which the Executive Committee deems necessary and approves.
- J. Submit reports to the Executive Committee as may be necessary from time to time to keep the Executive Committee informed of organizational activity.

- K. Forward by mail or otherwise deliver to the Board of Election Commissioners, on or before April 1 in even-numbered years, a certificate showing the number of delegates to the county convention. This number shall be an equal apportionment (1) based upon the total number of votes cast for the Republican candidate for the President of the United States of America or Secretary of State at the last general November election when election of either or both of those offices was held; and (2) based on the precincts as they exist 180 days prior to the August primary election in even-numbered years.
- L. Ensure transfer of all physical property owned by the St. Clair County Republican Party to the newly elected Chairperson.

All acts of the Chairperson shall be subject to review by the Executive Committee.

Section 3 - Duties of the Vice Chairperson

The Vice Chairperson, in the absence of the Chairperson, shall perform all the duties of the Chairperson and shall serve as an ex-officio member of all committees and sub-committees. Additionally, the Vice Chairperson shall perform such other duties as the Executive Committee determines.

Section 4 - Duties of the Secretary

- A. Keep the minutes of the meetings of the Executive Committee.
- B. Keep a permanent record of the minutes and attendance of, each member of the Executive Committee, of all meetings of the Executive Committee.
- C. Ascertain that notices of all regular and special meetings of the Executive Committee are delivered either by U.S. Postal mail, or by electronic transmission when available, at least five (5) business days prior to the date of the meeting. The notice shall include a brief agenda of the business to be transacted as directed by the Chairperson, and shall note the time and place of the meeting. See Article VII.
- D. Ascertain that all notices of all County Conventions are delivered by U.S. Postal mail to all official Delegates per State Republican Party instructions, and to serve as temporary Secretary to County Conventions until a permanent Secretary is elected.
- E. In the absence of the Chairperson and Vice Chairperson, perform all the duties of the Chairperson.
- F. Perform all duties incident to the office of Secretary in general or as prescribed by the Chairperson.
- G. Submit to the office's successor, at the time of the proceeding Secretary's swearing into office, copies of the minutes of all meetings, both standard and special, of the Executive Committee; submit a membership list, of the St. Clair County Republicans, including contact information; submit a list of donor members to the St. Clair County Republicans, including contact information.

Section 4 - Duties of the Secretary

- A. Keep the minutes of the meetings of the Executive Committee.
- B. Keep a permanent record of the minutes and the attendance of each member of the Executive Committee for all meetings of the Executive Committee.
- C. Ascertain that notices of all regular and special meetings of the Executive Committee are delivered either by U.S. Postal mail, or by electronic transmission when available, at least five (5) business days prior to the date of the meeting. The notice shall include a brief agenda of the business to be transacted, as directed by the Chairperson, and shall note the time and place of the meeting. See Article VII.
- D. Ascertain that all notices of all County Conventions are delivered by U.S. Postal mail to all official Delegates, per State Republican Party instructions, and serve as temporary Secretary to County Conventions until a permanent Secretary is elected.

- E. In the absence of the Chairperson and Vice Chairperson, perform all the duties of the Chairperson.
- F. Perform all duties incident to the office of Secretary, in general, or as prescribed by the Chairperson.
- G. Submit to the office's successor, at the time of the proceeding Secretary's swearing into office, copies of the minutes of all meetings, both regular and special, of the Executive Committee; submit a membership list of the St. Clair County Republicans, including contact information; submit a list of donor members, including contact information, to the St. Clair County Republicans; submit usernames, passwords and administrative rights to all social media accounts and websites.

Section 5 - Duties of the Treasurer

- A. The Treasurer shall have the responsibility for the care and custody of all monies paid to the St. Clair County Republican Party and deposit same in the name of the Party in a bank designated by the Executive Committee.
- B. Keep separate accounts for general and corporate/administrative donations, as specified by Michigan law and the bureau of elections.
- C. Pay all bills charged to the St. Clair County Republican Party as authorized by the Executive Committee.
- D. Keep an accurate account in permanent records of all receipts and disbursements of funds, using proper and orderly methods of keeping records; and, upon reasonable request, to open said records for the inspection and examination by any member of the Executive Committee.
- E. Render monthly statements of the revenues, expenditures, and cash balance of both the general and corporate/administrative accounts to the Executive Committee at each regular meeting
- F. Obtain from the auditors appointed by the Chairperson an annual statement and report as of December thirty-first (31st) of each year setting forth the financial condition of the St. Clair County Republican Party and summarizing the income and expenditures of the Executive Committee; and forward the same to the Chairperson by January thirty-first (31st) of the following year. The Chairperson shall submit a copy of the report presented to the Executive Committee.
- G. Submit to the office's successor, at the time of the proceeding Treasurer's swearing into office, all funds, money, books, accounts, files, usernames, passwords, databases, letters, records, papers, and other property pertaining to or associated with the affairs and business of the Executive Committee and the office of the Treasurer. Submit a list of donor members, including contact information, to the St. Clair County Republicans.
- H. Perform any other duties incident to the office of Treasurer or as prescribed by the Chairperson.

Article VI – Committees

The Executive Committee may establish and appoint any committee deemed necessary to carry out its responsibilities and agreed-upon objectives. Such committees shall be subject to the supervision of the Executive Committee. The general scope of the activities of each committee appointed shall be determined from time to time by resolutions of the Executive Committee. The 10th District Executive Committee Member(s) and the State Committee Member(s) from our County Party are to give a report of meetings they attended at the next Executive Meeting.

Article VII - Meetings

Regular meetings of the Executive Committee shall be held at least once per quarter, at a time and place to be determined by the Chairperson or by the Executive Committee. An agenda to be followed at such

meetings shall be forwarded by the Secretary to each member of the Executive Committee, either by postal mail or *electronic mail, at least five (5) business days prior to the meeting. The forwarded agenda shall also note the time and place of the meeting.

*It is the responsibility of any Executive Committee member who cannot, or does not wish to, receive electronic mail to bring this to the attention of the Secretary, so that he or she can be sure to send all correspondence to said member through postal mail.

ARTICLE VIII – Proxy

Proxies may be voted for the election of the officers of the Executive Committee, as limited by the State Election Law, as well as for Executive Committee Meetings. Only the candidates for legislative offices representing part, or all, of more than one (1) county may give written proxy to any other member of the Executive Committee; and they must give written notice, including the proxy's name, to the secretary at least 24 hours in advance,.

Article IX - Quorum

A quorum shall consist of at least thirty (30%) percent of the total voting members of the Executive Committee represented by person or proxy. The affirmative vote of a majority of the quorum shall be necessary to take formal action.

Article X - Procedure

The rules contained in the tenth (10th) edition of Robert's Rules of Order Newly Revised shall govern the Executive Committee in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or special rules of order of the St. Clair County Republican Party.

Article XI – Amendments

These Bylaws may be amended if such amendment is approved by a two-thirds (2/3) vote of the Executive Committee members present for the vote. The procedure for amendment of the Bylaws is as follows:

- A. Notice of the proposed amendment(s) shall be given by the proponents thereof at a regular meeting of the Executive Committee.
- B. The text of the proposed amendment(s) shall be submitted to the Secretary and read to the members of the meeting at which the notice is given.
- C. A subsequent meeting for discussion of the amendment(s) shall be scheduled at the time notice of the amendment(s) is given.
- D. The Secretary shall provide text of the proposed amendment(s) to each member of the Executive Committee at least five (5) business days prior to the meeting scheduled for discussion of the amendment(s).
- E. A final vote on the amendment(s) cannot take place until the next regularly scheduled meeting of the Executive Committee that occurs after the discussion of the amendment(s).

Article XII – Dissolution

In the event that (1) the St. Clair County Republican Party is dissolved and that (2) there are any funds or assets still held by the St. Clair Republican Party, then all funds and assets, including membership information and donor lists, of the St. Clair County Republican Party shall be submitted to the Michigan State Republican Committee.

Article XIII – Adoption

The undersigned Secretary of the St. Clair County Republican Party Executive Committee hereby certifies that these amended and restated Bylaws were adopted by the Executive Committee members present and voting at a meeting held to consider adoption of these Bylaws on the 3rd day of June, 2019.