

**Bylaws of the**

**St. Joseph County, Michigan,**

**Republican Party**

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## **Article I – Name**

1.1 This organization will be known as the St. Joseph County Republican Party (St. Joseph County GOP), hereinafter referred to as “the Party”.

## **Article II – Purpose**

2.1 To serve the Republicans of St. Joseph County, Michigan.

2.2 To perform all duties provided by law and such other duties not prohibited by law that will benefit the general welfare of the Republicans of St. Joseph County.

2.3 To Conduct the political affairs and business of the Party.

2.4 To promote and uphold the National Republican Platform.

## **Article III – Governing Principles**

3.1 The Party is a self-governing private political organization.

3.2 The Party will be a non-profit organization, and no part of the income and assets of the Party will benefit any of its members except for the reimbursement of actual expenses, reasonable compensation for services if the Party approves, or a contribution for electing a member to office if the Party approves after primaries.

3.3 The rules contained in the most recent edition of *Robert's Rules of Order* shall govern the Party in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Executive Committee may adopt.

## **Article IV – Membership**

### **Requirements of General Membership**

4.1 A person may become a member of the Party if they

- Are a legal resident of St Joseph County, Michigan; and
- Have completed a membership application and pay the required dues.

4.2 Members will be considered as being in good standing if they

- Accept, acknowledge, and abide by the Bylaws;
- Maintain current paid-in-full dues; and
- Attend meetings, functions, campaign activities, and other Party sponsored events, when possible.

## **Rights of General Membership**

4.3 Participation in discussions and committees.

4.4 Advisory voting as deemed appropriate by the Party Chair.

4.5 Presentation of letters, resolutions, and proposals to be considered by the appropriate committee.

## **Auxiliary Membership**

4.6 A person may become an auxiliary member of the Party if they are not a legal resident of St. Joseph County, Michigan, but otherwise meet the requirements for General Membership. Auxiliary members may participate in any capacity except as a member of the Executive Committee or as a Party Officer.

*These Bylaws in no way prohibit members of the Party from endorsing a Resolution, Letter or Proposal as private individuals.*

## **Article V – Executive Committee**

### **Establishment**

5.1. There will be an Executive Committee (hereinafter referred to as the EC) of the Party which shall be established as provided by law and the Bylaws of the Michigan Republican State Committee (Article XIII, B).

5.2. The EC will elect a Party Chair, Vice-Chair, Secretary, Treasurer, and Deputy Treasurer and shall fill all vacancies occurring in these offices.

### **Duties**

5.3 Perform all duties delegated to the EC by current Michigan law and such other duties not prohibited by law or these Bylaws.

5.4 Establish general policy, Bylaws, and proposed amendments.

5.5 Conduct the affairs and support the goals of the Party.

5.6 Recruit, support and help elect the highest caliber people to public office in St. Joseph County.

5.7 May support candidates on the state and national levels who conduct the party affairs and support the platform of the Party.

## **Duties (contd.)**

5.8 May support financially, when funds are available, local Republican candidates who are nominated at Primary or are members in good standing of the Party (see 4.2).

5.9. Reimburse EC approved expenses of delegates and alternates attending State Conventions.

- Authorization and amounts of reimbursement will be determined by the EC.
- Recipient must be a member in good standing (see 4.2).

5.10 Determine Party dues and categories of membership.

5.11 Adopt any letter of position, proposal, or resolution via a required majority vote of the EC members collectively.

## **Membership**

5.12 Membership of the EC will consist of Statutory Members and Delegate Appointed Members. The membership will be determined as provided by current Michigan law.

### **Statutory Members**

- Will be the persons nominated as Republican candidates for the following offices in the last two primary preceding elections for
  - County Clerk
  - County Drain Commissioner
  - County Prosecutor
  - County Sheriff
  - County Surveyor
  - County Treasurer
  - County Commissioners
  - State Representative
  - State Senator
- When a new nomination is made for an office, the new nominee will replace the former nominee as a Statutory Member of the EC pursuant to current Michigan law (see 5.15).

### **Delegate Appointed Members**

- The number of Delegate Appointed Members will be equal to the number of Statutory Members.

### **Delegate Appointed Members (contd.)**

- Persons elected as Precinct Delegates at the most recent August Primary and any Precinct Delegates appointed to fill vacancies will attend the November County Convention, caucus, and determine the Delegate Appointed Members to the EC.
- Persons appointed must be registered voters who reside in St. Joseph County.

5.13 In even numbered years, the Precinct Delegates will convene at the call of the Chair to a Fall County Convention within twenty (20) days following the November election to select the Delegate Appointed Members of the EC.

5.14 The term of office for the Delegate Appointed Members of the EC will commence immediately upon election and qualification at the November Convention and end when successors are elected and qualified at the November County Convention held in the next even-numbered year.

### **Vacancy**

5.15 A vacancy will occur in the position of a Statutory Member of the EC by any of the following events:

- Death of the Statutory Member;
- Change of legal residence from St Joseph County; or
- Resignation of Statutory Member, or member's recall from elected office.

A vacancy in the position of a Statutory Member of the EC may only be filled by the person who is the new nominee for the office in question.

5.16 A vacancy will occur in the position of a Delegate Appointed Member of the EC for any of the following reasons:

- Resignation from the EC;
- Death of the Precinct Delegate Member;
- Change of legal residence from St. Joseph County; or
- Removal as specified in Article XI.

A majority vote of Delegate Appointed Members present will fill the vacancy.

5.17 Vacancy of a Party Officer member of the EC will occur any of the following reasons:

- Resignation as a Party Officer;
- Death of the Party Officer;
- Change of legal residence from St. Joseph County; or
- Removal by vote of the members of the EC per adopted policy;

## **County Committee**

5.18 Upon the call of the Party Chair, the EC, when it deems necessary, will appoint members to a County Committee as directed by law, specifically MCL 168.599(4).

## **Article VI - Elections**

### **November County Convention**

6.1 The November County Convention will take place within twenty (20) days of the November election in even numbered years.

6.2 The Precinct Delegates, elected at the previous August primary election and/or those selected to fill a vacant Precinct Delegate position, will convene at the call of the Party Chair to select a number of persons, equal to the number of Statutory Members, to serve as Delegate Appointed Members of the EC.

6.3 The Delegate Appointed Members to the EC will be chosen from the list of nominees submitting a written application or from those nominated at the November convention from floor with a verbal application the day of election.

Nominees must be

- A member of the Party for the preceding five (5) months, and
- A dues paying member (refer to 4.2).

6.4 The term of office shall be two (2) years, commencing immediately upon election.

### **Election of EC Board Member Officers**

6.5 The Party Chair, Vice-Chair, Secretary, Treasurer and Deputy Treasurer of the Party will be elected at a separate meeting (not in conjunction with the November County Convention) of the EC within thirty (30) days following the November Convention, that is held in even numbered years.

6.6 Nominations will be made prior to the call for a vote.

6.7 Election will be by secret ballot, unless the officer nominee is running for the office unopposed.

6.8 Election will be tabulated by three (3) tellers appointed by the Party Chair.

6.9 The term of office will be two (2) years commencing the January 1<sup>st</sup> immediately following their election.

## **Article VII - Voting**

### **Eligibility and Proxy Vote**

7.1 Each member of the EC and elected Board Member Officers, excluding the Party Chair, will be voting members on all matters before the EC. The Party Chair will vote only to break ties.

7.2 State legislators representing more than one county may delegate their voting power to a representative by giving an email or hard-copy written proxy to any member of the EC.

7.3 EC members (other than state legislators representing more than one county) will have one vote and must be present to exercise that vote.

## **Article VIII - Duties, Powers and Responsibilities of Board Member Officers, Members and Employees**

### **General Duties**

8.1 The Member Officers of the EC will have such duties, powers and responsibilities as usually pertain to their offices except as modified by these Bylaws and by such other rules, Bylaws, and laws to which the EC is subject, or as may be modified by the Party Chair or by action of the EC.

### **Party Chair**

8.2 Schedules and presides at all general member, executive, and special meetings. Will preside over convention, until a permanent convention chair is elected.

8.3 Signs all contracts, agreements and documents when authorized by the EC.

8.4 Appoints or hires such employees as the business of the EC may require.

8.5 Appoints a temporary Party Officer for a vacated Officer position. That appointment will remain in effect until a permanent Member Officer is elected by the EC in compliance with MCL 168.599(4).

8.6 Creates and dissolves special committees, appoints and removes Committee Chairs of both special committees and all standing committees with EC approval.

8.7 Serves as an ex-officio member of all standing committees, but shall not have the right to vote unless named a member of that standing committee by the EC.

**Party Chair** (contd.)

8.8 Assures that all party policies, procedures, and other activities are appropriate and fall within prescribed law and Party rules.

8.9 Files the MERTZ report consistent with the financial policy.

8.10 Assumes responsibility for all communications on behalf of the party.

8.11 Generates an agenda and distributes prior month's minutes and treasurer's report to all EC Members and general membership five (5) days prior to the scheduled monthly EC meeting.

8.12 Adopts the budget of their choice if the EC does not approve a budget by or at the January meeting.

**Vice-Chair**

8.13 Performs the following duties of the Party Chair in their absence or in the event the Party Chair is unable to perform their duties:

- Schedules and presides at all general member, executive, and special meetings;
- Signs all contracts, agreements and documents when authorized by the EC; and
- Assumes responsibility for all communications on behalf of the party.

8.14 Performs other duties assigned by the Party Chair.

**Secretary**

8.15 Keeps accurate and permanent records of minutes and attendance for EC meetings, general member meetings, and special meetings called by the Party Chair.

8.16 Provides printed minutes of meetings and agenda to the EC and general membership.

8.17 Maintains a current roster of Party members and monitors distribution of member information.

8.18 Performs other duties assigned by the Party Chair.

**Treasurer**

8.19 Is a member of the Budget and Finance committees.

8.20 Receives, documents, and appropriately deposits all funds of the Party in an authorized financial institution.

### **Treasurer** (contd.)

8.21 Assumes the responsibility for working with the Finance Committee to draw up an annual budget of expenditures for approval by the EC, which shall cover the upcoming calendar year running from January 1<sup>st</sup> through December 31<sup>st</sup> to be presented at the January meeting.

8.22 Keeps accurate books of all receipts and disbursements with monthly reports provided to the EC. These books will be available at all times for inspection and examination by the EC.

8.23 Provides an annual report to the EC at the February EC meeting.

8.24 Prepares all campaign finance reports as required by State law.

8.25 Serves as the EC's contact with the State Central Finance Committee and is empowered to receive all information and data supplied by State Finance officials.

8.26 Performs other duties assigned by the Party Chair.

### **Deputy Treasurer**

8.27 Assists the Treasurer.

8.28 Is a member of the Budget and Finance, and the Event and Fundraising Committees.

8.29 Performs other duties assigned by the Party Chair and/or the EC.

## **Article IX – Meetings**

### **Regular Meetings**

9.1 Regular Meetings of the Party will be held at least ten (10) times each year. Time and place will be determined by the Party Chair. All meetings will be held in person, when possible, but may be held by electronic means when necessary.

9.2 The rules contained in the current edition of *Robert's Rules of Order* will govern the EC when they are applicable and when they are consistent with the Bylaws of the Party.

- A copy of the current edition of *Robert's Rules of Order* should be available at every EC meeting.
- The Party Chair will evaluate the validity of procedural questions in the absence of a Parliamentarian.

## **Special Meetings**

9.3 All special meetings will be held in person.

9.4 Special meetings of the EC may be called when deemed necessary:

- By the Party Chair, or
- By at least five (5) of the EC Members who request the meeting in writing.

9.5 Three (3) days' notice will be given for special meetings unless such notice is prevented by an emergency.

## **Quorum**

9.6 A quorum for all meetings of the EC shall be one-third (1/3) of the EC members.

9.7 EC members will have one vote and must be present to exercise that vote, unless provided for differently in these Bylaws.

## **Notice**

9.8 An Agenda will be forwarded by the Party Chair to each member not less than five (5) days prior to each meeting.

9.9 When a time sensitive decision must be made, the Party Chair has the option of requesting a vote by electronic means. A quorum must be met for such a vote.

# **Article X - Standing Committees**

## **Purpose**

10.1 The Party will have standing committees which will study specific topics and advise the Party Chair and the EC with respect to all matters within their jurisdiction and will perform such other duties as the Party Chair or the EC may direct.

## **Committee Membership**

10.2 At the first meeting of the Party in each calendar year, the Party Chair will appoint, subject to the approval of the EC, a Committee Chair for each of the standing committees of the Party.

10.3 The Committee Chair shall appoint the membership of each standing committee.

10.4 Each EC Member shall be an active member of at least one standing committee.

10.5 All members of committees must be members of good standing of Party.

## **Scope, Structure and Duties of Committees**

10.6 The Party chair and/or the EC may establish committees as are deemed necessary.

10.7 Each Standing Committee will meet at the call of the Committee Chair, Party Chair or as directed by the EC, and will

- Recommend policies to the EC;
- Implement those committee policies approved by the EC;
- Record and maintain minutes of committee meetings;
- Submit a verbal monthly report at the Party meeting and an annual written report to the Party Chair and Secretary by December 31<sup>st</sup> of each year. The annual report must include specific information on what the committees did to achieve their mandates (e.g. how many dollars raised, letters written, etc.);
- Meet when necessary; and
- Have a term of two years, ending on December 31<sup>st</sup> of even years.

## **Standing Committees**

10.8 The Party will have the following standing committees:

- Advisory;
- Budget and Finance;
- Candidate Recruitment and Assistance;
- Events and Fundraising;
- Issues;
- Membership;
- Organizational and Volunteer Coordination;
- Public Relations; and
- Scholarship.

## **Advisory**

10.9 The Advisory Committee will be responsible for general oversight and reporting from the other committees and will consist of the

- Elected officers—the Party Chair will serve as the non-voting chair of this committee; and
- One member of the EC, either Delegate Appointed or Statutory.

Statutory members will not be eligible to serve during an election year if they are on the ballot.

## **Budget and Finance**

10.10 Committee members should be members of the Party and will include the Treasurer as directed in Article VIII, 8.20.

10.11 The Budget and Finance Committee will have the following duties and responsibilities:

- Develop an annual budget subject to the approval of the EC;
- Audit Party spending to ensure that the Party stays on budget and complies with all pertinent regulations; and
- Evaluate the dues structure of the Party as necessary.

## **Candidate Recruitment**

10.12 The Candidate Recruitment Committee will have the following duties and responsibilities:

- Recruit and train candidates for public offices;
- Research past elections, evaluate and recommend campaign strategies, and conduct post-election evaluations;
- Include recruitment of those in nonpartisan offices such as city commission, school board, and library board, etc.

## **Events and Fundraising**

10.13 The Events and Fundraising Committee will have the following duties and responsibilities:

- Develop and oversee fundraising;
- Solicit donors to raise money for the Party; and
- Maintain contact with current elected officials and inform them of local events.

## **Issues**

10.14 The Issues Committee will research and identify issues of concern to the Party.

## **Membership**

10.15 The Membership Committee will have the following duties and responsibilities:

- Develop and implement programs for maintaining and increasing the number of dues-paying members of the Party;
- Manage and maintain membership records and provide them for establishing the credentials of delegates at county conventions; and
- Notify Party members of membership expiration before the end of the calendar year.

## **Organizational and Volunteer Coordination**

10.16 The Organization and Volunteer Coordination Committee will be responsible for recruiting, training, and placing volunteers for central (non-precinct based) Party activities.

## **Public Relations**

10.17 The Public Relations Committee will have the following duties and responsibilities:

- Create and maintain policies for the Party logos, identity, branding;
- Research means of communicating Party message and activities to the public and our members and implement a program for the same;
- Manage all social media and electronic communications for the Party;
- Assist in the use of technology when deemed appropriate for specific issues;
- Assist the leadership with press releases and opinion pieces concerning elections and other important issues; and
- Aid the leadership in refuting contentious public statements from any individual or group. This includes but is not limited to anything approaching defamation.

All communications are subject to the approval of the Chair and/or the EC.

## **Scholarship**

10.18 The Scholarship Committee has the following duties and responsibilities pertaining to the St. Joseph County Republican Party Scholarship Award (hereinafter referred to as the “Fund”):

- Work with the Events and Fundraising Committee to solicit donations and funding sources to sustain the operation of the Fund;
- Establish policies, procedures, that govern the Fund;
- Develop and periodically review the eligibility criteria for scholarship applicants, ensuring transparency and fairness in the selection process;
- Review scholarship applications and select recipients based on established criteria;
- Approve disbursements consistent with these Bylaws and any policies and procedures adopted by the EC governing the Fund; and
- Report quarterly to the EC on the activities and financial status of the Fund.

## **Other Committees**

10.19 The Party Chair may create other standing committees with powers and duties not inconsistent with these Bylaws.

## **Subcommittees**

10.21 Subcommittees are decided by the committee chairs, not permanent, and may be changed or eliminated as needed.

## **Article XI - Removal of Officers and EC Members**

### **Process for Removal**

11.1 Intent to remove a member must clearly state the cause for removal and be submitted in writing, to the Party Chair. If the Party Chair is being considered for removal, the complaint, stating the cause, should be submitted to the Party Vice Chair.

11.2 Reasons for removal include, but are not limited to,

- Failure to observe or fulfill the duties and responsibilities delegated by these Bylaws, the Michigan GOP Bylaws, or the rules and statutes to which the EC is subject;
- Conviction of a felony; or
- Change of residence to another area whose state representative districts do not include any part of St. Joseph County.

11.3 The Party Chair will preside over any hearing. If the complaint is against the Party Chair, the Vice-Chair will preside.

11.4 Prior to consideration of the removal of a member, Member Officers, the accused, and accuser will meet and attempt a resolution. The Member Officers will then deliberate and communicate their decision to the involved parties.

11.5 If no resolution is found the Party Chair will proceed by bringing the matter before the EC for action in a closed session. Notice will be three (3) days prior to the meeting.

11.6 The Party Chair will discuss the complaint; the floor will then be opened for discussion. When discussion is complete the Party Chair will call for a motion and a secret ballot vote of the EC only. The Party Chair and two members selected by the EC will tally the secret ballot vote. The motion requires a two-thirds (2/3) majority vote of the EC members present. The decision is effective immediately.

## **Article XII - Endorsements**

### **Eligibility for Endorsement**

12.1 Endorsements, financial or otherwise, will not be given to candidates prior to a primary election for partisan offices.

12.2 Financial support may be given in a General Election to local Republican candidates who meet the requirements of members in good standing (See Article IV, 4.2).

12.3 The Party will not provide aid or support of any kind to a candidate if it is determined after vetting that the candidate's declared positions do not align with the Party platform.

12.3. Financial amounts will be determined by the EC.

12.5 Personal support of a candidate is permissible if this support cannot be construed as support by the Party.

## **Article XIII - Amendments to Bylaws**

13.1 Proposed amendments for changes to the Bylaws must be submitted in writing to all members in good standing. (See Article IV, 4.2)

13.2 The Membership will have a minimum of thirty (30) days to review and have discussion at the next month's meeting on the proposed amendment.

13.3 These Bylaws may only be amended by a majority vote of the EC members.

13.4 Any amendment which will affect the voting rights or membership of the EC or Member Officers will take effect immediately.

13.5 The Secretary will provide a current copy of these Bylaws to all new members of the Party following the acceptance of such members and to all members of the EC and to the Republican State Committee following adoption or amendment of these Bylaws.

## **Article XIV - Ratification and Review**

14.1. These Bylaws will become effective immediately upon ratification by a majority vote of the Delegate Elected Members of the EC.

14.2 These Bylaws will be reviewed at least once every Presidential Election year. The method of review will be determined by the Party Chair.

## **Article XV – Severability Clause**

15.1 If any of these Bylaws are held to be illegal or invalid, in whole or in part, by a court of law of competent jurisdiction, the remaining portion or portions of such Bylaws shall be considered severable and not be affected by such determination, and the rights and obligations of the parties will be construed and enforced as if these Bylaws did not contain the particular part, term or provisions held to be illegal or invalid.

## **Article XVI – Indemnity**

16.1 The EC will indemnify and hold harmless past and present officers, committee members, or committee employee acting in good faith, under authorized capacity. Indemnification will apply to all legal expenses reasonably related to any such action.

## **Article XVII – Dissolution**

17.1 If the Party is dissolved all general funds and any other assets or holdings shall be dispersed as is determined by the EC.

These Bylaws were adopted \_\_\_\_\_ of \_\_\_\_\_

Benjamin R. Myers, Chair \_\_\_\_\_

Kelly Ward, Vice Chair \_\_\_\_\_

Kelly Weaver, Treasurer \_\_\_\_\_

Heather Avery, Secretary \_\_\_\_\_