

CLINTON COUNTY REPUBLICAN PARTY BYLAWS
AS AMENDED SEPTEMBER 21, 2023

| <u>Table of Contents</u> | <u>Page</u> |
|---|-------------|
| Article I – General | 2 |
| Article II – Executive Committee | 4 |
| Article III – Officers and their Duties | 5 |
| Article IV – Executive Committee Responsibilities | 8 |
| Article V – General Membership | 10 |
| Article VI – Meetings | 10 |
| Article VII – Committees | 12 |
| Article VIII – General Operations | 13 |
| Article IX – Code of Ethics | 16 |
| Article X – Adoption of Bylaws | 17 |
| Article XI – Amendments to the Bylaws | 17 |
| Historical Account of Bylaws Development | 18 |

**CLINTON COUNTY REPUBLICAN PARTY BYLAWS
AS AMENDED SEPTEMBER 21, 2023**

Article I – General

Section 1 – Name

This organization shall be known as the Clinton County Republican Party (CCRP) and shall consist of an Executive Committee and the General Membership. Establishment of a County Committee is optional according to State Party bylaws and Michigan Compiled Law (MCL). Due to the size of the CCRP General Membership, it is not necessary to utilize the dual Executive Committee/County Committee structure that is helpful for larger memberships. [Bylaws of the Michigan Republican State Committee as Amended February 8, 2020, Article XIII, d.]

Section 2 – Purpose

The purpose of this organization shall be to perform all duties provided by law and State Party rules and such other duties not prohibited by law as will benefit the general welfare of the Republicans of Clinton County and to conduct the political affairs and business of the CCRP through the Executive Committee. We support the United States Constitution and Republican Party platform, and expect our elected Republican officials to abide by those documents.

Section 3 – Definitions

Chairperson – the elected leader of the CCRP chosen by the CCRP Executive Committee after the Fall County Convention in even numbered years.

County Committee – an optional committee allowed by the State Party bylaws that may be created by the Executive Committee; typically used in larger counties.

Deputy Secretary – an optional position that serves as backup to the Secretary. The need for this position will be decided by the officers of the Executive Committee.

Deputy Treasurer – an optional position that serves as backup to the Treasurer. The need for this position will be decided by the officers of the Executive Committee.

Elevated Precinct Delegate – a county voter that becomes a precinct delegate at a county convention by a vote of the voting body at that convention to fill an open seat in their precinct.

Executive Committee – the governing body of the CCRP comprised of an equal number of statutory/nominee members and precinct delegate-elected members chosen at the Fall County Convention in even numbered years.

General Membership – the CCRP Executive Committee members, statutory/nominee members, precinct delegate elected members, elevated precinct delegates, and anyone else residing in Clinton County who supports the purpose of the CCRP.

Officers – the elected members of the Executive Committee including Chairperson, Vice-Chairperson, Secretary, and Treasurer.

Precinct Delegate – a Clinton County registered voter who was elected at the odd year August Primary, or who was elevated at a county convention during the 2-year election cycle, who represents their voting precinct in the CCRP.

Proxy Votes – votes submitted for someone unable to attend a meeting.

Secretary – the elected individual of the CCRP chosen by the Executive Committee after the Fall County Convention in even numbered years to serve in that capacity.

Treasurer – the elected individual of the CCRP chosen by the Executive Committee after the Fall County Convention in even numbered years to serve in that capacity.

Vice-Chairperson – the elected second person to the Chairperson of the CCRP chosen by the Executive Committee after the Fall County Convention in even numbered years who will assume the responsibility of Chairperson if the Chairperson is unable to serve.

Quorum – minimum number of members that must be present to make a meeting valid.

Article II – Executive Committee

Section 1 – Organization

There shall be an Executive Committee of the CCRP, which is established as provided by law and State Party rules.

Section 2 – Membership

The membership of the Executive Committee shall consist of Republican Delegate-Elected Members, Nominee Members and Ex-Officio Members.

In even numbered years the Fall County Convention shall convene at the call of the County Chairperson within thirty (30) days of the November election. The precinct delegates elected in the most recent election shall 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, to constitute the Executive Committee. [MCL 168.592]

- (a) Delegate-Elected members. The precinct delegates to the Fall County Convention shall select the Delegate-Elected members to the Executive Committee. All Delegate-Elected members must be registered voters who reside in Clinton County. If a vacancy occurs in the position of delegate-elected member of the Executive Committee, the remaining members of the Executive

Committee shall fill the vacancy by a simple majority vote of the remaining Executive Committee members present at the time of the vote.

- (b) Nominee members. The Nominee members shall be those persons nominated by the Republican Party for county offices and state legislative offices in Clinton County at the most recent primary election. When a new nomination is made for such an office, the new member shall replace the former nominee as a member of the Executive Committee. If a vacancy occurs in the position of nominee member of the Executive Committee, the vacancy may only be filled by the person who is the new nominee for the office in question.

Article III – Officers and their Duties

Section 1 – Chairperson

The duties of the Chairperson shall be those provided by law, State Party rules, and also such other duties not prohibited by law as may be required by action of the Executive Committee and General Membership, including but not limited to the following:

- (a) The Chairperson shall preside at all meetings of the Executive Committee and General Membership, and shall be an ex-officio member of all standing committees. The Chairperson shall appoint the chairperson and members of all committees at all times.
- (b) The Chairperson shall be responsible for directing the administration of the CCRP and shall coordinate the activities of the Republican Party organizations within the county.
- (c) The Chairperson serves as spokesperson for the CCRP and shall submit reports to the Executive Committee and General Membership as may be required by action of those committees; shall keep the committees informed of Republican Party programs and activities; and may assign to other officers and committees such duties as may be necessary.

Section 2 – Vice-Chairperson

The Vice-Chairperson shall preside at meetings of the Executive Committee and General Membership in the absence of, or at the request of, the Chairperson and shall perform such other duties as directed by the Chairperson, the Executive Committee and General Membership. In the event the Chairperson is unable to act, the powers and duties of the Chairperson shall be assumed by the Vice-Chairperson until such inability is removed or until the Chairperson shall again take up the duties of the office.

If the Vice-Chairperson is unavailable or unable to act then the Chairperson shall designate another member of the Executive Committee to perform the duties of the Vice-Chairperson.

Section 3 – Secretary

The Secretary shall perform all the duties normally incident to the office of Secretary and in particular, shall keep a permanent record of the minutes and attendance at all meetings of the Executive Committee and General Membership. The Secretary shall also notice all meetings of the Executive Committee and the General Membership.

If the Secretary is unavailable or unable to act, then the Chairperson shall designate another precinct delegate to perform the duties of the Secretary.

Section 4 – Deputy Secretary (Optional)

The Deputy Secretary shall assume the powers and duties of the Secretary as defined in Section 3 of this Article, during the absence or inability of the Secretary.

Section 5 – Treasurer

The Treasurer shall have the care and custody of all monies paid to the CCRP and shall deposit the same in the name of the CCRP in a bank approved by the Executive Committee and shall pay all duly authorized bills. The Treasurer shall serve as Chairperson of the Budget Review Committee and shall be responsible for the proper and timely filing of all financial reports required by law.

The Treasurer shall keep an account, in permanent records, of all financial transactions of the CCRP. A statement of financial conditions (revenues, expenditures, outstanding obligations, and cash balance) will be made at each regular meeting of the Executive Committee. Upon reasonable request, all records shall be open to verified members of the CCRP.

At the close of each calendar year, the Treasurer, with the assistance of the Budget Review Committee shall prepare an annual, accurate statement as of December 31 of each year setting forth the financial condition of the CCRP. The Treasurer shall forward this report to the officers by the first day of March of the year following and shall present a copy of the report to the Executive Committee at its next regular meeting.

Upon leaving office, the Treasurer shall furnish to his/her successor all funds, accounts, and other property pertaining to the affairs of the Treasurer.

Section 6 – Deputy Treasurer (Optional)

The Deputy Treasurer shall assume the powers and duties of the Treasurer, as defined in Section 5 of this Article, during the absence or inability of the Treasurer.

ARTICLE IV – EXECUTIVE COMMITTEE RESPONSIBILITIES

Section 1 – Duties

The duties of the Executive Committee shall be to establish general policy for and conduct the affairs of the CCRP, and to perform such additional duties as may be required by law or State Party rules.

In addition, the Executive Committee shall encourage, recognize and aid in the establishment of those organizations within Clinton County that will enhance the activities of the Republican Party.

Section 2 – Vacancies

(a) If a member of the executive committee is no longer able or willing to serve on the committee, they shall submit a letter of resignation to the chairperson.

(b) Vacancies in the membership of the executive committee shall be filled by a simple majority vote of the remaining executive committee members present at the time of the vote. All vacancies must be filled with persons who are current elected precinct delegates.

Section 3 – Selection of Officers, Term and Vacancies

Within thirty (30) days following the convening of the Fall County Convention, the Executive Committee shall meet and select a temporary chairperson and temporary secretary. The temporary officers shall serve only during the selection of the officers of the Executive Committee. [MCL 168.599, Act 116 of 1954.]

These newly elected officers of the Executive Committee shall be the same persons whose term in office shall be for the next two (2) years commencing January 1 of the odd numbered years. Officers must be members of the Executive Committee.

The officers shall be a Chairperson, a Vice-Chairperson who shall be of the opposite sex of the Chairperson, a Secretary, and a Treasurer. [MCL 168.599 (3)]

A Deputy Secretary, Deputy Treasurer, and other such officers may be established by the officers of the Executive Committee.

If an officer shall resign or become ineligible to hold office, there shall be a vacancy in that office. If a vacancy occurs in the office of Chairperson, the powers and duties of the Chairperson shall be assumed immediately and automatically by the Vice-Chairperson until a new Chairperson is elected, and that election shall occur at the next meeting of the Executive Committee. Nominees for the position of Chairperson shall be taken from the Executive Committee for consideration, followed by a simple majority vote of the remaining Executive Committee members present at the time of the vote.

In the event a vacancy occurs in the office of Vice-Chairperson, the position shall remain vacant until a new Vice-Chairperson is elected, and that election shall occur at the next meeting of the Executive Committee. Nominees for the position of Vice-Chairperson shall be taken from the Executive Committee for consideration, followed by a simple majority vote of the remaining Executive Committee members present at the time of the vote.

In the event a vacancy occurs in the office of Secretary, the powers and duties of the Secretary shall be assumed immediately by a Deputy Secretary if one has been established, or by a temporary appointment of the Chairperson, until a new Secretary is elected at the next meeting of the Executive Committee. Nominees for the position of Secretary shall be taken from the Executive Committee for consideration, followed by a simple majority vote of the remaining Executive Committee members present at the time of the vote.

In the event a vacancy occurs in the office of Treasurer, the powers and duties of the Treasurer shall be assumed immediately by the Deputy Treasurer if one has been established, or by a temporary appointment of the Chairperson, until a new Treasurer is elected at the next meeting of the Executive Committee. Nominees for the position of Treasurer shall be taken from the Executive Committee for consideration, followed by a simple majority vote of the remaining Executive Committee members present at the time of the vote.

Article V – General Membership

Section 1 – Organization

The CCRP recognizes its General Membership to be those individuals who reside within Clinton County and support the general welfare of the Party assisting in its political and business affairs. The success of the Party depends upon the generosity of its membership through financial support and in-kind involvement. General Membership shall include the Executive Committee, precinct delegates, and anyone else residing in Clinton County who supports the purpose of the CCRP (see Article I, Section 2).

Section 2 – Dues

Dues for the General Membership shall be established from time to time as may be determined by the Executive Committee.

Section 3 – Officers

Officers of the General Membership are one and the same as the officers of the Executive Committee.

Article VI – Meetings

Section 1 – Meetings of the Executive Committee

- (a) Regular Meetings – The Executive Committee shall hold regular meetings at least six (6) times per year. The meetings shall take place within Clinton County generally on the first Thursday of the month beginning in January of 2024. The County Chairperson shall determine the time and place for such meetings. Regular meetings shall be noticed so that all members of the Executive Committee are aware of the scheduled meeting.

- (b) Closed Meetings – Closed meetings of the Executive Committee may be called by the chairperson. Closed meetings shall be noticed so that all members of the Executive Committee are aware of the scheduled meeting.

- (c) Special Meetings – The County Chairperson may call special meetings of the Executive Committee. In addition, five (5) members of the Executive Committee may individually request a special meeting. Requests for special meetings shall be submitted in writing to the Chairperson and must state the topic, date, time, and location of the meeting. The special meeting shall be noticed by the Secretary to the Executive Committee not less than 7 days prior to the meeting. The meeting must take place in Clinton County.

- (d) Quorum – A quorum for all meetings of the Executive Committee shall be ten (10).

- (e) Proxy Votes – Proxy votes are not allowed.

- (f) Unexcused Absences - The Executive Committee may consider three (3) consecutive absences of a member, without prior excuse, as a resignation at the next scheduled meeting of the Executive Committee. The member will be notified in writing of their removal from the Executive Committee. Replacement of the Executive Committee member shall follow the process described in Article II, section 2.

- (g) All Executive Committee meetings shall include an invocation (prayer) and the Pledge of Allegiance.

Section 2 – Meetings of the General Membership

The General Membership will be invited to all regularly scheduled meetings of the Executive Committee at the call of the Chair. The County Chairperson shall determine the time and place for such meetings. The meetings shall take place within Clinton County.

Section 3 – Notice of Meetings

- (a) Executive Committee - notice of the time and place of the meeting shall be forwarded by the Secretary to each member of the committee not less than seven (7) calendar days prior to each meeting.

- (b) General Membership - notice of the time and place of the meeting shall be forwarded by the Secretary to each member of the General Membership who has provided appropriate contact information, not less than seven (7) calendar days prior to each meeting.

Article VII – Committees

Section 1 – General

There shall be two permanent committees: The Budget Review Committee and the Operations and Appointments Committee. Other committees may be formed as deemed necessary by the County Chairperson. Except as otherwise provided for in these bylaws, the County Chairperson shall name the members of a committee and shall designate one person as chair of the committee.

Section 2 – Budget Review Committee

The Budget Review Committee shall be responsible for the proper and timely filing of all financial reports required by law. This Committee shall also review the financial transactions of the CCRP on a regular basis and prepare an annual report which shall be forwarded to the Executive Committee on a timely basis. This Committee may also take on additional responsibility as assigned by the County Chairperson or the Executive Committee.

Section 3 – Operations and Appointments Committee

The Operations and Appointments Committee shall be responsible for developing, reviewing, and making recommendations on, all matters pertaining to the operations of the CCRP that are not within the purview of the Budget Review Committee. This Committee shall also be responsible for assisting in the placement of County Party members into appointed positions at the local, county, state, and federal levels. This Committee may also take on additional responsibility as assigned by the County Chairperson or the Executive Committee.

Section 4 – Additional Standing Committees

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 Chairman shall be empowered to determine the membership and numbers of members of each standing committee at all times. [Bylaws of the Michigan Republican State Committee as Amended February 8, 2020, Article VII, b.]

Article VIII – General Operations

Section 1 – Resolutions

All proposed resolutions, with the exception of resolutions honoring an individual for special service to the CCRP or the community, shall be submitted to the County Chairperson at least five (5) days prior to the mailing of the notice of the meeting at which they are proposed to be introduced.

All proposed resolutions shall be properly noticed, which means that notice of the proposal to be considered – at least briefly describing its substance – must be included in the “call” of the meeting at which it is to be considered.

Approval of resolutions shall be by a simple majority vote, assuming a quorum is present.

Section 2 – Endorsements

It shall be the policy of the Executive Committee not to endorse, support, or disavow individual candidates in a contested Republican primary election, except as provided for in Section 3 below.

It shall be the policy to allow announced candidates for public office, or a member of their immediate family, to speak at meetings or Party-sponsored events. Such speaking time may be limited by the Chairperson to a reasonable time.

Section 3 – Endorsement Exceptions

In exceptional cases, when it is deemed to be in the best interest of the CCRP, the Executive Committee may endorse, support, or disavow a particular candidate in a contested Republican primary, provided that such action is approved by two-thirds (2/3) of the members present and voting.

Section 4 – Endorsements by Officers

The officers of any committee, in their official capacity, shall not endorse candidates in a contested Republican primary election. If, however, a candidate is endorsed by the Executive Committee, the officers may endorse in their official capacity. Nothing in these bylaws prohibits an officer in his or her individual capacity as a citizen to endorse a candidate.

If a Republican elected official has been recalled by the voters in their political jurisdiction and will be on the ballot to retain that office in a recall election, the CCRP Executive Committee will evaluate the subject of the recall and determine if they should be endorsed in the recall election. If an opposing Republican candidate is running as an independent against the recalled Republican, the Executive

Committee members may endorse the independent candidate if the body votes for that candidate by a simple majority when a quorum is present.

Section 5 – Published Endorsements

Endorsements, implied or otherwise, may not be published unless a candidate has received an official endorsement of the Executive Committee in writing.

Section 6 – Resolutions of Censure

Republican elected officials are expected to represent their constituents in a manner that comports with the standards described in the Republican Party Platform. Any behavior that goes against those standards is subject to a resolution of censure on the part of the Executive Committee. A resolution of censure may be brought against any elected official by the Executive Committee. Passage of a resolution of censure requires approval by two-thirds (2/3) of members present and voting.

Section 7 – Candidate Recruitment and Financial Support

Candidate recruitment and financial support are critical components in selecting and electing to office qualified individuals who will represent the ideals, goals, and interests of the CCRP. It is imperative we determine the qualifications of candidates early in their political careers, as often-times these individuals seek higher office.

- (a) Eligibility for Funding - Once candidates have been determined in the even year August Primaries, consideration for support will be given to candidates in contested races, and to those who have shown an interest in the County Party and its activities.

Any candidate who has been censured by the CCRP or who has not consistently voted in line with the Republican Party Platform, is ineligible to receive any funding from the CCRP.

Any candidate who has not previously held an elected position, allowing their voting record to be examined, must appear before the Executive Committee to demonstrate their commitment to the Republican Party Platform.

- (b) Financial Support Limits - Limits will follow Act 388 of 1976.
- (c) Determination of Contribution Amount - Proposed contributions to candidate campaigns will be determined by a candidate support committee, as determined by the County Chairperson.
- (d) Final Approval - Final approval of the support allocation as recommended by the candidate support committee will be made by a majority vote of the county Executive Committee present at the time of the vote.

Section 8 - Other Funding Requests

Funding of any requests other than financial support of candidates as described in section 7, shall be approved by a two-thirds (2/3) vote of the Executive Committee members present and voting.

Section 9 – Rules of Order

Robert’s Rules of Order, Newly Revised, shall govern all meetings of the Executive Committee in all cases when said rules are not in conflict with these Bylaws.

Article IX – Code of Ethics

All members of the Executive Committee, precinct delegates, and the general membership are expected to refrain from conduct tending to injure the good name of the Clinton County Republican Party, disturb its well-being, or hamper its work.

It is expected that all members will exhibit polite manners and treat one another with respect during meetings and conventions. This expectation extends to electronic communications outside of meetings such as emails and text groups established for the purposes of sharing information among committee members and or convention delegates. All communications should be kept professional and relevant to the topic at hand. Personal attacks, threats, and disparaging remarks will not be tolerated.

Members who fail to conduct themselves accordingly are subject to removal from meetings, electronic communication threads, and even committee positions, as determined by the Chairperson.

Executive Committee members in violation of this Code of Ethics are subject to removal from the Executive Committee as approved by two-thirds (2/3) of members present and voting. The member will be notified in writing of their removal from the Executive Committee. Replacement of the Executive Committee member shall follow the process described in Article II, Section 2.

Article X – Adoption of Bylaws

These Bylaws shall be adopted by a majority of the Executive Committee members present and voting at the meeting during which they are presented for adoption, and shall take immediate effect.

Article XI – Amendments to the Bylaws

These Bylaws may be amended by a majority of the Executive Committee members present and voting at a meeting when the amendment is presented, and provided a quorum is established. Amendments may not be considered unless properly noticed and copies of the amendment are provided to the members of the Executive Committee prior to the meeting.

Historical Account of Bylaws Development

The Text of the Bylaws for the CCRP were developed by an appointed Committee. Committee members included:

Stephen Willis, Chair

Nancy Bareham, Vice Chair

Benjamin Wetmore, Treasurer

Melisa Porterfield, Secretary

After proper notice, review and discussion, the Executive Committee voted to adopt these amended Bylaws on September 21, 2023.

