

BYLAWS
OF THE
MIDLAND COUNTY REPUBLICAN COMMITTEE

Amended and Restated Effective October 19, 2023

Article I. Name

Section 1.01 The name of the committee is the Midland County Republican Committee. For purposes of these Bylaws, the “Committee” shall mean the Midland County Republican Committee.

Article II. Purpose

Section 2.01 The purpose of the Committee shall be as follows:

- (a) To perform all duties of an “executive committee” as that term is defined in MCL 168.599, being Section 599 of the Michigan Election Law.
- (b) To perform all duties delegated to a county “executive committee” by the Republican National Committee and/or the Michigan Republican State Committee and such other duties not prohibited by law.
- (c) To direct, manage and supervise the affairs and business of the Republican Party in Midland County, Michigan. This shall include, but shall not be limited to:
 - (i) Working for the election of the Republican Party’s nominees in Midland County, Michigan; and,
 - (ii) Working in cooperation with other Republican state, district and county organizations as defined and recognized by the Republican National Committee and the Michigan Republican State Committee.

Article III. Membership

Section 3.01 Membership on the Committee shall consist of At-Large Members and Nominee Members.

Section 3.02 Within five days following the November election in an even-numbered year, the Chair of the Committee shall appoint an ad-hoc nominating committee consisting of an uneven number of members. The nominating committee shall generate a report, which shall consist of a slate of nominations for the election of At-Large Members, and the same shall be presented to the duly elected precinct delegates at the first Republican County Convention to be held within twenty days following the general election. The slate must consist of a number of persons equal to the number of Nominee Members defined below. The proceedings of the convention to elect members of the Committee shall otherwise be in accordance with Michigan law, including Section 599 of the Michigan Election Law or any corresponding provision of any subsequent amendment thereto. If a vacancy occurs in the position of an At-Large Member of the Committee, the remaining members of the Committee entitled to vote may fill the vacancy at any subsequent regular or special meeting of the Committee after the vacancy occurs so long as notice of such action is provided by the Chair of the Committee.

Section 3.03 Nominee members of the Committee shall be those persons nominated by the Republican Party for county and state elective office at the last two preceding fall primary elections

having taken place in Midland County, Michigan. Any vacancy in the position of a nominee member shall be filled only by the Republican successor nominee or appointee to the office in question.

Section 3.04 Any Member of Congress whose Congressional District includes any portion of Midland County shall be an *ex officio* member of the Committee. *Ex officio* members of the Committee have the right to attend meetings and be heard on every issue, but shall have no vote.

Article IV. Removal from Membership and Vacancies

Section 4.01 The Chair may request the resignation of any At-Large Member of the Committee who fails to attend three meetings in a calendar year. If such At-Large member fails to submit his/her resignation, then the At-Large member may be removed in accordance with Section 4.03. The Secretary shall promptly notify an At-Large Member of their failure to comply with their obligations as a Committee member.

Section 4.02 Any At-Large Member of the Committee who moves his/her residence out of the county or becomes a candidate of any other political party, shall be immediately disqualified and automatically removed from membership without the necessity of any further action. All members of the Committee – other than a Nominee Member whose legislative district includes Midland County – are required to be residents of Midland County.

Section 4.03 Any officer or At-Large Member may be removed as a member of this Committee upon a two-thirds vote of the total Committee members at a regular or special meeting; provided, further, that in order to bring the question of removal before the Committee, a petition requesting that such a vote be taken, bearing the signatures of at least fifty-one percent (51%) of the members of the Committee, shall be filed with the Chair (or, if the Chair is the member in question, then such petition shall be filed with the Secretary).

Section 4.04 Vacancies on the Committee, whether created by resignation or by removal, may be filled by a majority vote of the Committee's members at the next meeting following the creation of the vacancy. The intention to fill a vacancy must be included in the agenda sent out to Committee members in advance of the meeting at which the vacancy will be filled.

Article V. Officers

Section 5.01 The officers of the Committee shall consist of a Chair, a Vice-Chair, a Secretary, a Treasurer and such other officers as may be appointed by the Chair.

Section 5.02 The chair, Vice-Chair, Secretary and Treasurer shall be elected by the Committee at the first meeting of the Committee held following the first Republican County Convention held after the general election in every even-numbered year.

Section 5.03 Each officer's term shall commence on January 1st in the year following his/her election and will end upon his/her successor taking office. All terms shall last for two years.

Section 5.04 A vacancy in any officer position shall be filled by a majority vote of the Committee's members at any subsequent regular or special meeting of the Committee after the vacancy occurs so long as notice of such intent is provided by the Chair of the Committee.

Article VI. Duties of Officers

Section 6.01 *Chair*. The duties of the Chair shall be those provided by law or the bylaws of the Michigan Republican State Committee and providing meeting agendas which enable the Committee to perform its duties at least two (2) days in advance, including, but not limited to, the following:

- (a) The Chair or his/her designee shall sign all contracts, agreements and documents on behalf of the Committee.
- (b) The Chair shall preside at all meetings of the Committee; and shall be an *ex officio* member of all other standing committees. The Chair shall appoint the chair and co-chairs of all standing committees and may remove any of them at his or her discretion, except for appointments and removal of chairs or co-chairs of the Audit and Budget Committees, which may be approved only by a majority vote of the Committee.
- (c) The Chair shall be responsible for managing the affairs of the Committee and shall coordinate the activities of the standing committees and such other committees as may be established.

Section 6.02 *Vice-Chair*. The Vice-Chair shall preside at meetings of the Committee in the absence of or at the request of the Chair and shall perform such other duties as directed by the Chair. In the event the Chair is unable to act, the powers and duties of the Chair shall be assumed by the Vice-Chair until such inability is removed or until the Chair shall again take up the duties of the office. The Vice-Chair shall be an *ex officio* member of all standing committees.

Section 6.03 *Secretary*. The Secretary or the Secretary's designee shall perform all the duties normally associated with the office of Secretary and in particular, shall keep a permanent record of the minutes and attendance of all meetings of the Committee and providing notice to all members of the Committee of any regular or special meeting thereof.

Section 6.04 *Treasurer*. The Treasurer shall have the care and custody of all monies paid to the Midland County Republican Party and shall deposit the same in the name of the Midland County Republican Party and shall pay all duly authorized bills. The Treasurer shall be responsible for the proper and timely filing of all financial reports required by law.

Article VII. Standing Committees

Section 7.01 The Committee shall form and otherwise be composed of the following standing committees:

- (a) *Budget Committee*. The Budget Committee shall be comprised of the Chair, Vice-Chair, Finance Committee Chair, Treasurer and such other members as the Chair appoints from time to time. Members of the Budget Committee need not be members of the Committee.

- (b) *Finance Committee.* The Finance Committee shall be comprised of the Chair, Vice-Chair and up to five (5) other members as the Chair appoints from time to time. Members of the Finance Committee need not be members of the Committee. The Finance Committee shall develop and carry out the program to provide the finances to meet the budget requirements for an active Midland County Republican Party.
- (c) *Conflict Resolution Committee.* The Conflict Resolution Committee shall be comprised of the Chair, one At-Large Member appointed by the Chair, and one Nominee Member appointed by the Chair. Any conflicts that cannot be resolved by these Bylaws, or federal or state laws, shall be decided by the Conflict Resolution Committee. A two-thirds vote of the Conflict Resolution Committee is required on all matters submitted to the Committee. A decision of the Conflict Resolution Committee may be appealed to the full Committee at its next regular or special meeting. The Committee's decision on such appeal shall be final, binding and non-appealable.
- (d) *Audit Committee.* The Audit Committee shall be appointed by the Chair at a regular business meeting in the fall. The Audit Committee shall audit the financial records of the Treasurer in the first quarter of each year or within 90 days after the election of a new Treasurer.

Article VIII. Meetings

Section 8.01 The Committee shall hold meetings as frequently as necessary to carry out its duties, at times and places within Midland County as determined by the Chair.

Section 8.02 There shall be no less than four (4) meetings of the Committee per year, and they shall be held at a time and place designated by the Chair of the Committee.

Section 8.03 Special meetings may be called by the Chair when the business of the Committee requires, and the Chair shall call a special meeting of the Committee on written request of a majority of the Committee within five (5) days after such written request has been filed with the Chair. Any notice of a special meeting shall indicate briefly the purpose of that meeting.

Section 8.04 Notice of each regular meeting shall be given to each member of the Committee showing the time and place of such meeting at least ten (10) days prior to such regular meeting. Notice of each special meeting shall be given to each member of the Committee showing the time and place of such meeting at least twenty-four (24) hours prior to such special meeting.

Section 8.05 A quorum for a meeting shall consist of one (1) person more than one-third (1/3) of the membership of the Committee. No vote on any matter shall be taken without a quorum present.

Section 8.06 Any action required or permitted to be taken at a regular or special meeting – except the removal of a member or officer of the Committee, a primary election endorsement or amendment of these Bylaws – may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action taken, by not less than the minimum number of members of the Committee that would be necessary to authorize or take the action at a meeting at which all members entitled to vote on the action were present and voted. Prompt notice of the

taking of such action without a meeting by less than unanimous written consent shall be given to all members who have not consented in writing. An electronic transmission consenting to an action transmitted by a member, is written, signed, and dated for the purposes of this section if the electronic transmission is delivered with information from which the Committee can determine that the electronic transmission was transmitted by the member, and the date on which the electronic transmission was transmitted. The date on which an electronic transmission is transmitted is the date on which the consent was signed for purposes of this section.

Article IX. Notice

Section 9.01 For the purpose of these Bylaws, the term “mail” shall include any of the following: mail by the U.S. Postal Service, electronic mail, facsimile transmission, private mail delivery service, social media messaging or personal delivery. Any notice or notification being made pursuant to these Bylaws may be sent by any reasonable means, including, but not limited to, the U.S. Postal Service, electronic mail, facsimile transmission, private mail delivery service, personal delivery or telephone contact.

Article X. Voting.

Section 10.01 Except as otherwise provided in these Bylaws, all At-large and Nominee Members of the Committee shall be entitled to one (1) vote on all matters before the Committee.

Article XI. Parliamentary Authority.

Section 11.01 The most recent version or edition of Robert’s Rules of Order in effect from time to time shall govern the Committee and its standing committees in all cases where the same are not in conflict with these Bylaws or applicable state or federal law.

Article XII. Endorsements.

Section 12.01 It shall be the policy of the Committee not to endorse or support individual candidates in contested Republican primary elections, except as provided in Section 12.02. For the avoidance of doubt, any individual member of the Committee may – in his or her own name – endorse or support individual candidates in contested Republican primary elections.

Section 12.02 In the exceptional circumstances where an endorsement will benefit the Republican Party in Midland County, the Committee may endorse, support or disavow an individual candidate in a contested Republican primary election; provided, however, that a resolution to endorse or disavow a particular candidate be adopted by two-thirds of the total members of the Committee and provided that notice of the resolution is given as provided in this article, with the consent of the candidate to be endorsed where an endorsement is proposed.

Article XIII. Amendment of the Bylaws

Section 13.01 All proposed amendments to these Bylaws shall be first submitted in writing to the Chair.

Section 13.02 Each member of the Committee shall be notified in writing of the content of any proposed amendment at least twenty-one (21) days before the date on which such proposed amendment is to be voted upon.

Section 13.03 No amendment shall pass until it has received a two-thirds majority vote of the total members of the Committee.