

## BY-LAWS OF THE MACOMB COUNTY REPUBLICAN PARTY

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## ARTICLE I: NAME

The Republican Party of Macomb County, Michigan shall be identified as the Macomb County Republican Party herein “the Party” and shall be governed by an executive committee identified as the Macomb County Executive Committee herein “Executive Committee”.

## ARTICLE II: THE EXECUTIVE COMMITTEE

## SECTION 1: ESTABLISHMENT OF EXECUTIVE COMMITTEE

There shall be the Executive Committee of the Party as established as provided by law and by the by-laws of the Michigan Republican State Committee and which shall be governed by these by-laws.

## SECTION 2: MEMBERSHIP

A. The membership of the Executive Committee shall be as follows:

1. Those persons who shall have been nominated at the last two (2) preceding fall primary elections for county and state legislative offices in the fall elections of even numbered years and any State of Michigan Statewide Office Holder whose official residence lies within Macomb County. These persons shall be known as *Statutory Members* of the Executive Committee.
2. A number of persons, equal to the number of candidates of the Party for election to county and state legislative office in Macomb County and the number of State of Michigan Statewide Office Holder whose official residence lies within Macomb County, shall be selected by the precinct delegates to the Fall County Convention of the Party taking place in even-numbered years, in a manner to be determined by the delegates to the Fall County Convention. These persons shall be known as *Elected Members* of the Executive Committee. The precinct delegates to the Fall County Convention shall convene at the call of the Party Chairperson within thirty (30) days following the November election for the purpose of selecting the Elected Members of the Executive Committee.
3. The President or Chairman of any Republican Organization in Macomb County shall be an ex-officio, nonvoting member of the Executive Committee. To be recognized as a Republican organization, the organization shall have an appropriate statement of organization filed that states it is a Republican organization filed with the Macomb County Clerk or the Michigan’s Secretary of State’s Office.

B. TERM OF OFFICE: The term office of the Executive Committee Commences at the adjournment of the Fall County Convention and terminates at the adjournment of the next Fall County Convention, with the exception of Statutory Members. When a new nomination is made for an elected office, the new nominee shall serve as a Statutory Member of the Executive Committee and shall replace the former nominee.

## C. QUALIFICATIONS AND RIGHTS OF EXECUTIVE COMMITTEE MEMBERS:

1. Each Executive Committee member shall be a registered voter in Macomb County. Executive Committee members have the right to vote on all matters which come before the Executive Committee, except as otherwise provided by these bylaws.

2. Each Executive Committee Member shall pay dues to the party in an amount As deemed appropriate by the Membership Chair and approved by the Executive Committee.
  - a. For elected members of the Executive Committee, if dues are not paid by March 31<sup>st</sup> of each calendar year shall be contacted by the Recording Secretary to determine the cause and/or circumstances for the unpaid Dues. If the cause/circumstances are not for good cause as judged by the Party Chairperson, he is empowered to immediately remove said member.
  - b. For Statutory members of the Executive Committee, if dues are not paid by March 31<sup>st</sup> of each calendar year shall be contacted by the Recording Secretary to determine the cause and/or circumstances for the unpaid dues. If the cause/circumstances are not for good cause as judged by the Party Chairperson, said member is no longer entitled to mailings and/or notices sent to said member until the dues in question are paid.

### SECTION 3: VACANCIES ON THE EXECUTIVE COMMITTEE

- A. If a vacancy occurs in the position of a Statutory Member of the Executive Committee, the vacancy may only be filled by the person who is the new Republican nominee for the office in question.
- B. If a vacancy occurs in the position of an Elected Member of the Executive Committee, the remaining Elected Members of the Executive Committee shall select a person to fill the vacancy. The committee members shall receive a minimum of ten (10) days notice prior to any vote to fill a vacancy.

### SECTION 4: PURPOSES OF THE EXECUTIVE COMMITTEE:

The purposes of the Executive Committee shall be:

- A. To perform all duties delegated to an executive committee by law, and such other duties not prohibited by law and the bylaws of the Michigan Republican State Committee.
- B. To direct, manage and supervise the affairs and business of the Party. This shall include, but not necessarily limited to:
  1. Work for the election of nominees of the Republican Party in Macomb County
  2. Work in close cooperation with other Republican national, state, district, county and city organizations
- C. To adopt bylaws by which the Executive Committee shall be governed.

### SECTION 5: DUTIES OF THE EXECUTIVE COMMITTEE

The duties of the Executive Committee shall be as follows:

- A. Establish general policy for the regular operation of the Party's business.

- B. Conduct routine affairs of the Party.
- C. Select the Chairperson, Vice-Chair, Youth-Chair, Corresponding Secretary, Recording Secretary, and Treasurer of the Party and perform such duties as may be required by law. The officers of the Party shall be elected from the membership of the Executive Committee. The officers of the Party shall also serve as officers of the Executive Committee.
- D. Foster, promote, recognize and aid in the establishment of those clubs, groups, organizations within Macomb County which will cooperate with and enhance the political activities of the Party.

#### SECTION 6: MEETINGS OF THE EXECUTIVE COMMITTEE

- A. The Executive Committee shall meet as frequently as required to carry out its duties, but shall meet not less than once a month, unless waived by a majority vote of the members or proxies present at a meeting.
- B. A personal voting representative may be designated by any member of the Executive Committee for any Executive Committee meeting in a manner prescribed by the chairperson. No person shall hold more than one vote.
- C. If an Executive Committee member is not present at a particular meeting and has not provided a personal voting representative, the chairperson is empowered to appoint a personal voting representative for said member for that meeting. If the absent member should subsequently appear during the course of the meeting, said Executive Member shall regain full voting rights.
- D. Any person missing three consecutive meetings or accumulating five unexcused absences during the term of that executive committee, shall be contacted by the Recording Secretary to determine the reason for the absences. If the absences are not for good cause as judged by the Party Chairperson, he is empowered to immediately remove said member.
- E. A quorum of the Executive Committee shall be one-fourth (1/4) of the Executive Committee.

#### ARTICLE III: OFFICERS OF THE PARTY

SECTION 1: The officers of the Party shall be the Chairperson, First Vice-Chair (who shall be the opposite sex of the Chairperson), Youth-Chair (who shall be between the ages of 16 to 24 years old), Recording Secretary, Corresponding Secretary, and Treasurer and any other such officers as may be deemed necessary by the Executive Committee. In the event no person can be found to fill the position of Second Vice-Chair who if capable and/or eligible, the Executive Committee may waive the filling of this office by a two-thirds vote of the members in attendance.

SECTION 2: The terms of office of the Officers of the Party shall be the two (2) years, commencing on January 1 of the odd-numbered years. The term of other officers shall be determined by the Executive Committee.

SECTION 3: At the end of the term of office of any out-going officer, they shall surrender all documents and property in their possession to the new officer no later than ten (10) days after their term of office expires.

SECTION 4: The Chairperson, Vice-Chairs, Secretaries and Treasurer shall be elected by the Executive Committee at an Executive Committee meeting within thirty (30) days following the adjournment of the Fall County Convention.

At such meeting, the permanent chairperson of the Fall County Convention shall call the meeting to order. The permanent secretary of the Fall County Convention shall conduct a roll call of the Executive Committee to determine if a quorum is present. After a quorum is determined to be present, the Permanent Chairperson of the Fall County Convention shall conduct the election of a Temporary Chairperson and Temporary Secretary. The Temporary Chairperson and Temporary Secretary shall serve only during the selection of the officers of the executive committee. After the completion of the election of officers, the current officers shall give their end of term report of the Executive Committee. After the completion of the reports, the newly elected Chairperson of the Party shall preside over the remainder of the meeting per an agenda as designated by the newly elected Chairperson.

SECTION 5: In the event any officer resigns or becomes ineligible to hold office, there shall be a vacancy in the office. All vacancies shall be filled by election of the Executive Committee at the next Executive Committee meeting.

SECTION 6: The duties of the Chairperson of the Party shall be those provided by law and such other duties not prohibited by law as may be required by act of the Executive Committee, including but not limited to the following:

A. The power to:

1. Create standing and special committees, appoint and remove chairpersons and members of those committees and prescribe duties of those committees, subject to the approval of the Executive Committee.

2. Appoint and remove as he deems necessary Area Directors of the Party

B. He shall preside at all meetings of the Executive Committee

C. The Chairperson shall be the chief executive officer as well as chief policy spokesman and shall have sole responsibility for supervising the administration of the day-to-day affairs of the Party and may hire staff personnel to assist him in carrying out these responsibilities.

D. He shall be an ex-officio member of all committees of the Executive Committee.

E. The duty to submit reports to the Executive Committee and officers of the Party as may be required by action of the Executive Committee and such other reports as may be necessary to keep the Executive Committee informed of organization activity.

F. He shall cause an annual budget to be prepared which shall cover the estimated revenue and expenditures of the Party and shall submit this budget to the Executive Committee for its approval not later than February 28<sup>th</sup> of each calendar year.

SECTION 7: The duties of the Vice Chair shall be as follows:

- A. He shall preside at meetings of the Executive Committee in the absence of the Chairperson or at the request of the Chairperson.
- B. In the event a vacancy occurs in the office of Chairperson for whatever reason, or in the event of the Chairperson is unable or refuses to act, the power and duties of the Chairperson devolve to the Vice-Chair until a new Chairperson shall be elected by the Executive Committee or until such inability shall be removed or until the Chairperson shall again take up the duties of his office.
- C. Perform all duties incident to the office of Vice-Chair and such other duties as from time to time may be assigned by the Chairperson.

SECTION 8: The duties of the Youth-Chair shall be to develop and implement a youth organizational program for the Party. He will be called upon from time to time to make reports to the Executive Committee regarding youth programs and perform all duties incident to the office of Youth-Chair and such other duties as from time to time may be assigned by the Chairperson.

SECTION 9: The duties of the Recording Secretary shall be as follows:

- A. Keep the minutes of the meetings of the Executive Committee and furnish a copy of the minutes to any members of the Executive Committee who requests the same.
- B. Keep a permanent record of the minutes and attendance of the all meetings of the Executive Committee and make them available for inspection and/or copying by any member of the Executive Committee during normal working hours of each day and such other times as designated by the Chairperson.
- C. Perform all duties incident to the office of Recording Secretary and such other duties as from time to time may be assigned by the Chairperson.

SECTION 10: The duties of Corresponding Secretary shall be as follows:

- A. See that all notices for meetings and conventions are duly given in accordance the provisions of these bylaws and the bylaws of the Michigan Republican State Committee and as required by law.
- B. Organize regular correspondence to the members of the Executive Committee and the members of the Party.
- C. . Perform all duties incident to the office of Corresponding Secretary and such other duties as from time to time may be assigned by the Chairperson.

SECTION 11: The duties of Treasurer shall be as follows:

- A. Have the care and custody of all moneys paid to the Party and deposit it in the name of the Party in a bank designated by the Executive Committee.
- B. Pay the bills charged to the Party as authorized by the Chairperson within the limits specified by the budget. The Executive Committee prior to payment must approve any bills the payment of which will cause a disbursement exceeding the budgeted amount.
- C. Keep an accurate account in permanent records of all receipts and disbursements of funds in the charge, using proper and orderly methods of keeping his records and have records upon reasonable request open to inspection and examinations of any member of the Executive Committee.
- D. Render monthly statements of revenues, expenditures and cash balance of the Party to the Chairperson, Vice-Chair, and Executive Committee and provide such reports at each regular meeting.
- E. Prepare an annual statement and report as of December 31<sup>st</sup> of each year setting forth the financial condition of the Party and summarizing the income and expenditures of the Party and forward the same to the Chairperson by the January 10<sup>th</sup> of each year following and submit same to the Executive Committee at the next meeting.
- F. Shall ensure the Party is in compliance with all State, County, and City financial filing requirements and laws.
- G. Perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairperson.

SECTION 12: The duties of the Membership Chair shall be as follows:

- A. Prepare and execute a membership program for the Macomb County Republican Party. The Membership Chair shall obtain approval of the program, including minimum membership dues threshold, by the first regularly scheduled meeting of the Executive Committee for each calendar year.
- B. Regularly provide the Corresponding Secretary a list of paid members for mailing Purposes.
- C. Provide update to Recording Secretary on any Executive Committee member who Has not paid the minimum membership dues.

#### ARTICLE IV: PROCEDURES

The rules contained in Robert's Rules of Order, Newly Revised, shall govern the Executive Committee in all cases where they are applicable and in which they are not inconsistent with these bylaws or special rules of order of the Executive Committee. The Chairperson may appoint a parliamentarian to assist in the interpretation of these bylaws or Robert's Rules of Order, Newly Revised. The person appointed as parliamentarian need not be a member of the Executive Committee.

ARTICLE V: RESOLUTIONS

The Corresponding Secretary shall cause a copy of each resolution proposed by a member of the Executive Committee be mailed to all members of the Executive Committee at least (10) days prior to the meeting at which the resolution is to be considered by the Executive Committee.

ARTICLE VI: AMENDMENT OF THE BY-LAWS

These bylaws may be amended if such amendment is approved by a majority vote of the Executive Committee; provided notice of the proposed amendment shall have given by the proponents thereof at the previous regular meeting of the Executive Committee and provided further that copies of the text of the proposed amendment shall be furnished by the Corresponding Secretary to each member of the Executive Committee prior to or at the time of the issuance of the meeting at which the proposed amendment will come before the Executive Committee.

ARTICLE VII: If the Macomb County Republican Committee does dissolve, all assets and real and personal property shall revert to its parent organization, the Michigan Republican State Committee.

ARTICLE VIII: ADOPTION

These bylaws shall be adopted when approved by a majority vote of the Executive Committee and shall remain in effect until such time as a future Executive Committee votes to repeal by a two-thirds (2/3) vote of the Executive Committee with notice of repeal being given in the manner as described in Article VI.

Approved as amended October 17, 2002