

**BYLAWS**

**OF THE**

**OTTAWA COUNTY REPUBLICAN COMMITTEE**

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## **ARTICLE 1 – Name**

1. This Committee shall be identified as the Ottawa County Republican Executive Committee. For purposes of these Bylaws, the “Committee,” shall mean the Ottawa County Republican Executive Committee.

## **ARTICLE 2 – Purpose**

1. The purpose of the Committee shall be as follows:
  - a. To perform all duties delegated to the Committee by law, and such other duties not prohibited by law.
  - b. To direct, manage, and supervise the affairs and business of the Ottawa County Republican Party in Ottawa County, Michigan. This shall include, but not by way of limitation, the following:
    - i. Work for the election of the Republican Party’s nominees in Ottawa County, Michigan; and,
    - ii. Work in cooperation with other Republican state, district, and county organizations as defined and recognized by the Michigan Republican Party.
  - c. To adopt Bylaws by which the Committee shall be governed.

## **ARTICLE 3 – Membership**

1. **Membership**

The membership of the Committee shall consist of Regular Members, Nominee Members, and Honorary Members.
2. **Regular Members**

The regular members of the Committee shall be those persons elected a member of this Committee by the duly elected precinct delegates at the first Republican County Convention following the general election.

  - a. **Qualifications and Rights of Regular Members.** Regular members shall have the right to vote on all matters that come before the Committee, except as otherwise provided in these Bylaws. Every regular member of the Committee shall be a financial contributor of \$50.00 or more to the Committee during each calendar year. The failure of a regular member of the Committee to contribute to the Committee by M a r c h 1<sup>st</sup> of each calendar year shall automatically suspend all rights and privileges of such Regular member until the contribution is made in that calendar year.

- b. Vacancy: If a vacancy occurs in the position of a regular member of the Committee, the remaining members entitled to vote may fill the vacancy at any subsequent regular meeting of the Committee after the vacancy occurs so long as notice of such intent is provided by the Chair of the Committee. A majority of a quorum of members eligible to vote shall be necessary to elect a person to fill a regular member vacancy.

3. **Nominee Members**

Nominee members of the Committee shall be those persons most recently nominated by the Republican Party for county office and state legislative office at the preceding primary election having taken place in Ottawa County, Michigan.

- a. Rights of Nominee Members: Nominee members shall have the right to vote on all matters that come before the Committee.
- b. Vacancy: Any vacancy of a nominee member shall be filled only by a Republican successor nominee or appointee to the office in question.

4. **Honorary Members**

The following persons shall be honorary members of the Committee: (1) the Congressman for the County of Ottawa, if the Congressman is a Republican; (2) any statewide public officeholder who resides in Ottawa County, if that officeholder is a Republican; and (3) any person who resides in Ottawa County and is elected by the Committee to serve in that capacity. Honorary members are non-voting members of the Committee, but otherwise shall be afforded all rights and privileges pertaining to regular membership. Honorary members shall be sent notice of Committee meetings in the same manner as regular members of the Committee.

5. **Election of regular membership at the Republican County Convention**

Within five days following the November election in an even-numbered year, the Chair of the Committee shall appoint a slate committee consisting of an uneven number of members. The slate committee shall generate a report, which shall consist of a slate of nominations, and the same shall be presented to the duly elected precinct delegates at the first Republican County Convention following the general election. The slate must consist of a number of persons equal to the number of county and state legislative offices for which Republican candidates were nominated in the previous primary elections in the county. For purposes of producing the slate, the county shall be divided into 4 quadrants. The number of committee members from each quadrant shall be apportioned according to the number of votes cast for the Republican candidate for Secretary of State or President in the most recent election for which statistics are available.

6. **Abide by Bylaws**

Persons standing for election and serving as regular members of the executive committee are understood to have agreed to abide by the by laws of the Michigan Republican Party, the Second District Republican Committee of Michigan, and the Ottawa County Republican Executive Committee as applicable to the Ottawa County Republican Executive Committee.

**7. ACCORDANCE WITH MICHIGAN LAW**

The proceedings of the convention to elect members of the Committee shall otherwise be in accordance with Michigan law, including MCL 168.599.

**ARTICLE 4 – Removal from Membership and Vacancies**

1. The Chair may request the resignation of any regular member of the Committee who fails to attend three consecutive meetings without having obtained an excused absence. The member shall be removed by a majority vote of the Committee's members at any subsequent Committee meeting, if he/she fails to submit his/her resignation. The Secretary shall notify a regular member after their third meeting has been missed.
2. Any regular member of the Committee who moves his/her residence out of the county, or become a member or 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 are required to be residents of Ottawa County.
3. 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. Candidate for a vacancy must reside in the same quadrant as the person who has created the vacancy. A quorum must be present to fill a vacancy. The election to fill a vacancy shall be noted in the written call to the meeting.

**ARTICLE 5 – Proxy Voting**

1. A member of the Committee who cannot be present at a meeting may be represented by a person bearing his/her proxy. The person granting the proxy must present proof of the same, in writing, to the Chair prior to the start of the meeting. Only regular members of the Committee and its officers may carry another member's proxy. No member can carry more than three (3) proxies at any single meeting.
2. Any person bearing a proxy shall vote as a regular member of the committee on all business, including, but not limited to, the election of officers, removal of members, and replacement of member vacancies. However, persons bearing a proxy shall not be permitted to vote on amendments to these Bylaws. The election of officers, removal of members, replacement of vacancies shall only have one (1) proxy

## **ARTICLE 6 – Officers**

### **1. Officers**

The Officers of the Committee shall consist of a Chair, a Vice- chair, a Secretary, a Treasurer, and any other officers as may be appointed by the Chair.

### **2. Election**

The Chair, Vice Chair, Secretary, and Treasurer shall be elected by the Committee on the third Thursday following the first Republican County Convention after the general election during which the Committee is elected, or the fourth Thursday where the third Thursday is a legal holiday, and upon ten days written notice to those eligible to vote as set forth by law. A quorum of fifteen (15) members must be present to elect the Committee's Officers.

### **3. Term**

Each Officer's term shall commence on January 1<sup>st</sup> in the year following their election, and will end upon their successor taking office. No Chair, Vice-chair, Secretary, or Treasurer of the Committee shall serve more than three consecutive terms in the same position. All terms shall last for two years.

### **4. Vacancies**

A vacancy in any Officer position shall be filled by a majority vote of the Committee's members at any subsequent regular meeting of the Committee after the vacancy occurs so long as notice of such intent is provided by the Chair of the Committee. A quorum must be present to fill a vacancy in any Officer position.

### **5. Removal by the Chair**

The Chair shall have the power to declare vacant the seat of any officer or regular executive committee member who refuses to support the Republican nominee for any elected office pertaining to Ottawa County after the relevant primary election or convention.

- a. The Vice-chair may remove the Chair in the event the Chair refuses to support the Republican nominee for any elected office pertaining to Ottawa County after the relevant primary election or convention.

## **ARTICLE 7 – Duties of Officers**

### **1. Chair**

The duties of the Chair shall be those provided by law, and also such other duties not prohibited by law, 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; shall serve as Chair of the organizational committee; and shall be an ex-officio member of all other Standing Committees. The Chair shall appoint the chair or co-chairs and members of all Standing Committees and may remove any of them; appointments of chairs or co-chairs of the campaign and finance committees shall be approved by majority vote of the executive 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;
- d. The Chair shall be a voting member of all Standing Committees, even in those instances when the Chair is not otherwise a member of the larger Committee;
- e. The Chair may assign to other officers and committees such duties as may be necessary.

### **2. 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.

### **3. Secretary**

The Secretary 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 at all meetings of the Committee. Other duties of the Secretary include but are not limited to the following:

- a. Make records of minutes and attendance available for inspection and copying by any member of the Committee;
- b. Shall see that all notices are duly given as required by law and by these Bylaws;

- c. Give notice to the Committee membership of all meetings by sending same to the post office address of the member recorded with the Committee, or to a member's email address in accordance with these Bylaws.
- d. Perform such other duties as these Bylaws provide and as this Committee or the Chair may from time to time require.

4. **Treasurer**

The Treasurer shall have the care and custody of all monies paid to the Ottawa County Republican Party and shall deposit the same in the name of the Ottawa 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. All checks written in an amount greater than \$500.00 shall require the signature of the Chair, or his/her designee, and the Treasurer or another organizational committee member selected by the Chair. Other duties of the Treasurer include, but are not limited to, the following:

- a. The Treasurer shall keep, or cause to be kept, an accurate account, in permanent records, of all receipts and disbursements of funds of the Committee using proper and orderly methods of keeping records; and said records, upon reasonable request, shall be open to inspection by any member of the Committee;
- b. The Treasurer shall report to the Committee all revenues, expenditures, outstanding obligations, and cash balance of the Committee at each regular meeting;
- c. The Treasurer or the Treasurer's deputy shall comply with all applicable laws and receive all monies paid to the Committee and deposit the same in bank accounts designated by the Chair, pay all bills charged to the Committee when authorized by the Chair, or in his/her absence the Vice Chair of the Committee, or other designee;
- d. The Treasurer shall turn over to his/her successor all funds, money and books, accounts, files, letters, papers and other property pertaining to or associated with the affairs and business of the Committee.

## **ARTICLE 8 – Standing Committees**

1. **Standing Committees.** The Committee shall form, and otherwise be composed of, the following Standing Committees:
  - a. **Organizational Committee.** This committee shall be chaired by the Chair of the Committee, and shall consist of all elected officers of the Committee, the chair or co-chairs of the finance committee, and the chair or co-chair of the campaign committee. The function of this committee shall be to coordinate all party organizational efforts; to review an annual operating budget prepared by the Treasurer prior to review and approval by the Committee; to review all campaign finance reports prior to filing; and to manage, direct, supervise, and review all staff employed by the Committee. This committee shall be solely responsible for all of the Committee’s personnel decisions, including those pertaining to the hiring and firing of its employees, and need not obtain any prior approval from the Committee before acting in this regard. If requested, members of the Executive Committee are entitled to an explanation of actions by the organizational committee, if allowable by law.
  - b. **Finance Committee.** This committee shall be chaired by the Finance chair. The function of this committee is to raise money. The Treasurer of the Committee shall be a member of the Finance committee.
  - c. **Campaign Committee.** This committee shall be chaired by the Campaign chair. The function of the committee is to coordinate Republican campaigns in Ottawa County.
  - d. **Outreach Committee.** This committee shall be chaired by the Outreach chair. The function of the committee is to promote Republican principles and candidates among all appropriate community and affinity groups and to help the Committee become more aware of the concerns of those groups.
  - e. **Communications Committee.** This committee shall be chaired by the Communications chair. The function of the committee is to oversee all of the Committee’s formal and media-oriented communications, including those in written and digital format. The Secretary shall be an ex-officio member of this committee.
2. **Committee Assignments.** The Chair shall be empowered to determine the membership and numbers of members of each Standing Committee at all times. Members may serve on multiple Standing Committees. All Standing Committee members shall serve at the pleasure of the Chair.

3. **Standing Committee Officers.** The chair or co-chairs of each standing committee shall preside at all meetings of the committee, appoint sub-committees as deemed necessary, and shall perform such other duties as these bylaws provide. The vice-chair of each standing committee shall have like power as the chair or co-chairs in the absence of the chair or co-chairs and shall perform such other duties as the standing committee may determine. The secretary of each standing committee shall keep an accurate record of the minutes of each meeting of the standing committee and shall perform such other duties as the standing committee may determine. Each standing committee shall have the right to adopt its own rules and procedures not inconsistent with these Bylaws and with Robert's Rules of Order, Newly Revised.
4. **Notice of Standing Committee Meetings.** Notice of subsequent meetings of each Standing Committee shall be mailed to each member thereof at least five (5) days before the date of the meeting by the secretary thereof, unless the members have agreed otherwise. Such meetings may be called at the discretion of the chair of the Standing Committee.
5. **Sub-Committees.** Each standing committee chair or co-chairs shall have the authority and power, with the consent of the chair of the committee, to appoint sub-committees which may include persons who are not standing committee members. The chair of each sub-committee or his/her designee shall report to the standing committee as directed by the chair or co-chairs of the standing committee.
6. **Expenses.** All Standing Committee expenses shall be approved by the Chair of the Committee.
7. **Other Appointments.** The Chair may appoint such other committees and the officers of such committees as deemed necessary.

#### **ARTICLE 9 – County Committee**

1. **County Committee.** After the officers of the Committee have taken office, the Committee may select a County Committee for the party, which committee shall consist of members of the Committee and such other members as the Committee may determine, provided that such action is taken within forty-five (45) days after January 1 of each odd numbered year.
2. **Term of Service.** The term of service of members of a County Committee shall continue for two (2) years and until the selection of their successors. The Committee shall the power to fill any vacancy which may occur in the committee membership.

3. **Officers.** The County Committee shall have all of the powers of the Committee under statutes and the Bylaws of the Michigan Republican State Committee, except those powers that such statutes or Bylaws require be kept by the Committee. The County Committee will operate under these Bylaws in the same manner as the Committee and to the extent practicable the phrase “Committee” in these Bylaws shall also be read as “County Committee” with the same conditions and procedures, except when such conditions and procedures applicable to the Committee are in conflict with this Article.

### **ARTICLE 10 – Meetings**

The Committee shall hold meetings as frequently as necessary to carry out its duties, at times and places within Ottawa County as determined by the Chair. Unless otherwise indicated by the Chair, meetings of the Committee will be governed by the following rules and provisions:

1. There shall be no less than six (6) meetings of the Committee per year and they shall be held at a time and place designated by the Chair of the Committee.
2. 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 5 days after such written request has been filed with the Chair.
3. Notice of each meeting shall be given to each member of the Committee showing the time and place of each meeting at least five days prior to the same. Any notice of a special meeting shall indicate briefly the purpose of that meeting.
4. The Executive Committee shall be able to make policies, or rules consistent with these by laws such as but not limited, to methods of personnel evaluation or multi-year plans. Proposals to change existing Committee policy or rules shall be included with the relevant meeting notice

### **ARTICLE 11 – Notice**

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 12 – Quorum**

A quorum to do business for any meeting of the Committee shall consist of fifteen (15) members or those holding proxies for such members. No vote on any matter may be taken without a quorum present.

## **ARTICLE 13 – Voting**

Except as otherwise provided in these Bylaws, all Regular and Nominee members of the Committee shall be entitled to vote on all matters before the Committee.

## **ARTICLE 14 – Parliamentary Authority**

Robert's Rules of Order, Newly Revised, shall govern the Committee and its Standing Committees in all cases where the same are not in conflict with these Bylaws.

## **ARTICLE 15 – Endorsements**

1. Policy. 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 2.
2. Endorsements. In the exceptional circumstances where an endorsement will benefit the Republican Party in Ottawa 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 Committee present and voting, 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.
3. Assistance. The financial resources of the Ottawa County Republican Party shall not be used to endorse or support individual candidates in contested primary elections.

## **ARTICLE 16 – Amendment of the Bylaws**

1. Submission in writing. All proposed amendments to these Bylaws shall be first submitted in writing to the Chair.
2. Notification of Committee Members. Each member of the Committee shall be notified in writing of the context of any proposed amendment at least thirty (30) days before the date on which such proposed amendment is to be voted on.
3. Vote Requirement. No amendment shall pass until it has received a sixty-six and two-thirds percent (66.67%) favorable vote of the Committee, provided there is a quorum present, and voting, and such favorable sixty-six and two-thirds percent (66.67%) vote must be made in person by such members and not by proxy.

## **ARTICLE 17 – State Convention Delegates**

1. Selection of the delegates to state conventions will be according to the apportionment method as stated in Michigan law and Michigan Republican Party Rules. These meetings will be open to those interested in being delegates.
2. The state convention delegate selection process shall commence with the selection of a slate nominations committee which shall be comprised of nine (9) members; the committee shall then be comprised of two (2) members from each of the four (4) geographic regions and the chair. At an Executive Committee prior to the meeting of the nominations committee, the Executive Committee will divide into four region caucuses and each region will elect two 2 members of the nomination committee. The region caucus decision will be final.
3. The nominations committee will propose a list of delegates and alternates by region in numbers according to the formula used by the Michigan Republican Party to allocate delegates to counties. The slate of proposed convention delegates and alternates will be presented to the duly elected precinct delegates at the next Republican Party County Convention by region and for approval by the convention.
4. At the County Convention, The Convention shall be called to order and at the appropriate time recess to go into regional caucuses. The region convention delegates will review and amend, nominate and present the proposed slate of delegates and alternates from that region to the convention for ratification by the convention. The decision of the region will be subject to the rules of the Michigan Republican Party.

## **ARTICLE 18 – Dissolution**

If this Committee should be dissolved for any reason, its assets would revert to the Michigan Republican State Committee.

Ottawa County Republican Party Bylaws

Adopted: 1-9-20

Amended:1-9-20