

**REPUBLICAN NATIONAL COMMITTEE**

**TEMPORARY COMMITTEE ON RNC MEMBERSHIP DISPUTES  
REPORT AND RECOMMENDATION FOR RESOLUTION**

**IN RE: DISPUTE REGARDING THE CHAIRMANSHIP OF THE MICHIGAN REPUBLICAN PARTY**

***HOEKSTRA***

v.

***KARAMO***

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The following constitutes the Report and Recommendation for Resolution of the Republican National Committee (“RNC”) Temporary Committee on RNC Membership Disputes (the “Committee”) regarding the dispute arising out of competing claims to the chairmanship of the Michigan Republican Party (“MIGOP”) by Kristina Karamo (“Karamo”) and Pete Hoekstra (“Hoekstra”).

**I. JURISDICTION**

The Committee has jurisdiction to consider this challenge pursuant to a grant of authority by the Republican National Committee on February 2, 2024. *See The Rules of the Republican Party*, Rule No. 10(c).<sup>1</sup>

**II. FACTS**

Kristina Karamo was elected Chairman of the MIGOP on February 18, 2023. The MIGOP Bylaws provide that the Chairman shall call a special meeting upon written request by at least one-third of the members of the State Committee. On December 2, 2023, a member of the State

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<sup>1</sup> *See also Robert’s Rules of Order, Newly Revised* (12<sup>th</sup> ed.) (“RONR”) at xlix (underscoring the fundamental nature of a membership organization to express its will through the assembly of its members and to retain control over its affairs); *Eu v. San Francisco Cty. Democratic Cent. Comm.*, 489 U.S. 214, 215 (1989) (recognizing that a political party has associational rights that vest it with the discretion “to organize itself, conduct its affairs, and select its leaders”).

Committee, Bree Moeggenberg, sent Chairwoman Karamo a petition for a special meeting, bearing the signatures of 39 committee members, with the agenda for the special meeting including the potential removal of Chairwoman Karamo. On December 5, Chairwoman Karamo responded that the petition was invalid and stated that she would not call the requested special meeting. Following her response, on December 16, Chairwoman Karamo issued a call for a different special meeting to take place on January 13, 2024, which did not include her and other officers' potential removal as an item of business. On December 31, 2023, Ms. Moeggenberg called a special meeting for January 6, 2024, for the original demanded purpose of voting to remove multiple officers.

A petition bearing the signatures of 54 State Committee members in favor of a vote to remove Chairman Karamo, as required by Article IV(G)2) of the MIGOP Bylaws, was submitted to the MIGOP Secretary at 1:49pm by Matthew DePerno and 2:05pm by Margaret Kurtzwell. The special meeting was called to order at 1:59pm. At the time of the January 6 meeting, there were 106 members of the State Committee. Seventy-one members, including 45 in person and 26 by proxy, attended the January 6 meeting. Following procedural motions to table orders of the day and the adoption of amendments to the Bylaws, the members present at the special meeting voted to remove Kristina Karamo as Chairman of the MIGOP. The vote was held by secret ballot and only those members present, not by proxy, participated in the vote. The motion received 40 votes in favor and five against, resulting in the motion carrying with more than 88% support. Other officers were similarly removed following their votes.

Following the January 6 meeting, the State Committee Vice Chairman assumed the duties of acting Chairman, and in that capacity, called a meeting for January 20, 2024, to elect a new Chairman. At the January 20 meeting, Ambassador Pete Hoekstra was elected Chairman.

Ms. Karamo maintains that the January 6 meeting was not properly called, the quorum requirement was not met, the petition required to remove her as an officer had material defects, and that she therefore is still Chairman of the MIGOP.

### **III. ANALYSIS**

This matter turns on four questions:

- (1) Whether the January 6 special meeting was properly called;
- (2) Whether the petition requesting a vote to remove Chairwoman Karamo was properly filed;
- (3) Whether a quorum existed when the vote to remove Chairwoman Karamo occurred; and
- (4) Whether the vote was sufficient to remove Chairwoman Karamo.

#### **Question 1: Was The January 6 Special Meeting Properly Called?**

Yes.

Article VI(B) of the MIGOP Bylaws provides in relevant part that “the Chairman shall call a special meeting of the Committee on written request of one-third of the members of the Committee, jointly or severally, within 15 days after such written request has been filed with the Chairman,” and further that upon “failure to do so, any such member can give notice five (5) days before such meeting.” In addition, notices of special meetings “shall state the purpose of such meetings.”

On December 2, 2023, State Committeewoman Bree Moeggenberg sent Chairwoman Karamo an email with the subject “Special Meeting Request,” which included an attached written request for a special meeting that was signed by 39 members, more than the required one-third. That request included a date, time, and location, and further stated that the agenda would include

“Transparency, Accountability, Unity, Proposed Bylaw Amendment, review and possible removal of Kristina Karamo, Dan Hartman, Robert Owens, and Jim Copas.”

On December 5, Chairwoman Karamo rejected the request for a special meeting via email to the State Committee members. In doing so, she stated that the individuals requesting the special meeting “assert four claims of authority...which violate the bylaws and, therefore, invalidate their entire request.”<sup>2</sup> Instead, she stated that she would call a separate special meeting in early January. On December 16, Chairwoman Karamo issued a notice for a special meeting on January 13. Notably, she did not include her, or other officers’, potential removal on the agenda.

In our view, Chairwoman Karamo had no authority under MIGOP Bylaws to reject the special meeting request as invalid, nor does her subsequent scheduling of a separate special meeting with different agenda items render the prior request “null and void,” as she has asserted.

Once Chairwoman Karamo received the request signed by one-third of the Committee members, it was her duty to call the special meeting within 15 days, after which time any such member could call the meeting with five days’ notice if she failed to do so. Although she subsequently did call a special meeting for January 13, the notice for that meeting indicated that it was being held to address other items than those requested in the petition for the special meeting.

Once Chairwoman Karamo failed to call the special meeting that was requested, any one of the requestors had the authority under the Bylaws to call the meeting themselves. State Committeewoman Moeggenberg’s “Call to Special Meeting,” issued to all members of the State

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<sup>2</sup> Specifically, she argued: (1) that only she had the authority to set the date and time of the meeting; (2) that the individuals could not determine who chairs the meeting; (3) that the individuals could not put a Bylaw amendment on the agenda without first submitting it to the Policy Committee; (4) that they could not “call a meeting to remove any member if the requirement to remove the member has been satisfied, which they have yet to do”; and (5) that the requestors “are functionally attempting to use the bylaw provision for a special meeting and turn it into a trial by asserting claims of authority that the bylaws do not afford them.”

Committee via email<sup>3</sup> on December 31 for the January 6 meeting, and providing sufficient notice of the time, place, and nature of the business to be conducted, therefore was properly issued.

**Question 2: Was the Petition Requesting A Vote On Removing Chairwoman**

**Karamo Properly Filed?**

Yes.

Article IV(G)(2) additionally requires that, before the Committee may vote on the removal of an officer, a petition requesting such a vote signed by at least 50% of the Committee shall be filed with the Chairman or, if the Chairman is the officer in question, then the Secretary.

Fifty-four Committee members signed a document titled, “PETITION requesting that a vote be taken to REMOVE Kristina Karamo as an Officer of the Michigan Republican State Committee,” satisfying the 50% requirement. The signed petition was submitted to MIGOP’s Secretary at 1:49pm on January 6. The meeting minutes show that the meeting started at 1:59pm.

We see nothing in *RONR* or the Bylaws that would require the signatures to have been submitted to the Secretary at some earlier time. Nor is there any “signature verification” process required, as suggested by the Policy Sub-Committee Report (“PSC Report”) submitted by Ms. Karamo. Accordingly, we conclude that these signatures were timely submitted to the Secretary in advance of the vote, as required by the Bylaws.

The PSC Report further argues that at least some of the signatures are invalid because they allegedly were collected with respect to the December 27 meeting, which was the original date requested for the special meeting and which did not take place. However, the petitions themselves are not dated, and there is nothing to suggest that valid, signed petitions must be used for one particular meeting or else expire.

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<sup>3</sup> Notices may be sent by any reasonable means, which specifically includes electronic mail. Bylaws Article VI(G).

Lastly, the PSC Report argues that the petition lacked the sufficient number of signatures, because three individuals subsequently withdrew their signatures via email on January 6. That email was sent, however, at 8:09pm, several hours after the vote took place.<sup>4</sup> This subsequent withdrawal does not change the fact that there were 54 valid signatures for the petition prior to and at the time the vote took place.<sup>5</sup>

**Question 3: Was There a Quorum At The January 6 Special Meeting?**

Yes.

Article VI(C) provides that a “majority of the total membership of the Committee present in person or by proxy shall constitute a quorum to transact all business of the Committee except where the action of the Committee requires a larger number of members as specially set forth in these Bylaws.”

Seventy-one members of the Committee appeared either in person (45) or via proxy (26) at the January 6 meeting, well over the majority threshold requirement for a quorum.<sup>6</sup>

However, the PSC Report disputes that the proxies were valid on three grounds: (1) that the proxy forms were not submitted to MIGOP’s Secretary in sufficient advance for review, which they suggest is required by *RONR*; and (2) that a quorum of 75% – not 50% – was required to consider Chairwoman Karamo’s potential removal.

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<sup>4</sup> The email, sent by Geyer Balog but signed by Geyer Balog, Justin Marcum, and Rylee Linting, states that they “signed a petition for a meeting that was to be scheduled for December 27,” that they “are only interested in a vote to end the strife and division,” and that they feel their “signatures were misappropriated” as they “did not authorize them to be filed today for a meeting that took place today.” However, the petition they each signed makes no reference to any specific meeting date and clearly states that the petition requests “that a vote be taken to REMOVE Kristina Karamo.”

<sup>5</sup> Ms. Karamo’s attorney also argued that one member should not have been permitted to vote, because she allegedly has moved out of state. As discussed in the February 12 meeting, however, that individual remains a member in good standing for purposes of this discussion, because she has not been removed by the MIGOP.

<sup>6</sup> We have reviewed the signed proxy forms provided by the requestors, and the proxies appear to be in good order.

First, *RONR* does not require proxy forms to be submitted to and approved by the Secretary. In fact, *RONR* specifically bans the use of proxies unless an organization's Bylaws otherwise permit them,<sup>7</sup> leaving it up to such organizations to determine how proxies are verified. MIGOP's Bylaws permit the use of proxies but contain no requirement that proxies be submitted to the Secretary for verification.<sup>8</sup> Therefore, we see no basis for invalidating the proxies on this ground.

Second, we disagree that a 75% quorum was required. As the PSC Report notes, Article VI(C) of the Bylaws requires a majority of the total membership in person or by proxy for a quorum, "except where the action of the Committee requires a larger number of members as specially set forth in these Bylaws." The PSC Report concluded that such exception arises in Article III(K)(1), which provides in relevant part that any member of the Committee may be removed,

...upon a seventy-five percent (75%) vote of the Committee present and voting as any meeting of the Committee, provided there is a quorum present, and such seventy-five percent (75%) vote must be made in person by such members and not by proxy.

Based upon this language, the PSC Report argues that a quorum would only exist where at least 75% of the Committee members were both present and voted in favor of removal. This is simply wrong, in our view. We read the exception language as applying where the Bylaws expressly provide for a higher *quorum* threshold, not a higher *voting* threshold. Article IV(G)(2)<sup>9</sup> plainly provides that, where "there is a quorum present," a 75% vote of the Committee present and

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<sup>7</sup> "An individual member's right to vote may not be transferred to another person (for example, by the use of proxies)." *RONR* 45:2. "When a society or an assembly has adopted a particular parliamentary manual — such as this book — as its authority, the rules contained in that manual are binding upon it in all cases where they are not inconsistent with the bylaws..." *RONR* 2:18.

<sup>8</sup> There is no verification requirement referenced in the various proxy rules in the Bylaws, *see* Articles III(F), III(I), III(J), VI(D), nor any reference to duties related to proxies in the description of the Secretary position, *see* Article V(I).

<sup>9</sup> Although the PSC Report refers to Article III(K)(1) as providing the process for removal, it applies to the removal of members. Article IV(G)(2) has the same requirements but applies to officers. Article IV(A) provides the list of officers, which includes the Chairman.

voting is required to remove a member. If the 75% requirement referred to the quorum threshold, then the language “provided there is a quorum present” would be redundant. The plain reading is that the quorum threshold is separate and distinct from the voting requirement, and absent clear language to the contrary, this “quorum” must refer to the majority threshold articulated in Article VI(C).<sup>10</sup>

**Question 4: Having Established A Quorum, Were There Sufficient Votes To Remove Chairwoman Karamo?**

Yes.

As discussed above, Article IV(G)(2) of the Bylaws requires a “seventy-five percent (75%) vote of the Committee *present and voting*” (emphasis added) to remove an officer from the Committee. While proxies may be used to establish a quorum, only those members physically present are relevant for the purpose of determining how many votes are required to remove an officer. This means that, once a quorum is established (towards which proxies are counted), under the MIGOP Bylaws it is only the number of those members *present and voting* who count for purposes of determining the number of votes required to remove a member.

Forty-five members attended in person, of whom forty – over 88% – voted to remove Chairwoman Karamo. This clearly satisfies the threshold to remove an officer under the MIGOP Bylaws.<sup>11</sup>

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<sup>10</sup> It is important to note that the Bylaws do provide for instances where the quorum varies from the majority standard. *See e.g.*, Article VII (H) (establishing the quorum requirement for Budget Committee meeting as “not less than two-fifths of the membership of such committee in person”). The absence of similar language in Article IV(G)(2) suggests that the quorum for the removal of officers is not one of the exceptions referenced in Article VI(C).

<sup>11</sup> We do not address the Bylaws amendment purportedly adopted at the January 6 meeting which lowered the voting threshold, since we conclude that a sufficient number of members voted to remove Chairwoman Karamo under the original 75% standard.

#### **IV. RECOMMENDATIONS**

Pursuant to Rule No. 3(b) of *The Rules of the Republican Party* and based on the foregoing analysis, the Committee recommends that the Republican National Committee recognize Ambassador Pete Hoekstra as the RNC member representing the position of the Chairman of the Michigan Republican Party. In order to effectuate this recommendation and to help resolve future matters moving forward, the Committee recommends that MIGOP amend the Bylaws to clarify the quorum requirement, procedures for proxies, and the process for removal.