

Bylaws of the Executive Committee of the Saginaw County Republican Committee

Adopted August 14, 2025

Article I: Name

1. The name of this committee shall be the Executive Committee of the Saginaw County Republican Committee, and for the purposes of these bylaws (“bylaws”) shall be designated as the Executive Committee. This Executive Committee shall also be known as the Saginaw County Republican Party.

Article II: Purposes

1. The Executive Committee shall be responsible for performing all duties delegated to it by law and by the rules and bylaws of the Republican National Committee and the bylaws of the Michigan Republican State Committee.
2. The Executive Committee shall direct, manage, and supervise the affairs and business of the Saginaw County Republican Committee for the purposes of increasing participation in the Republican Party and aiding the election of qualified Republican candidates in Saginaw County, and at district, state, and national levels.
3. The Executive Committee shall encourage and promote the objectives of the district, state, and national Republican Party.
4. The Executive Committee shall adopt a set of bylaws by which it shall be governed.
5. The Executive Committee shall nominate candidates to fill vacancies in public office according to the Michigan Republican State Committee bylaws.

Article III: Membership

1. **Selection.** Each member of the Executive Committee (hereafter simply referred to as “member”) shall be determined in accordance with law and MCL 168.599, as amended or as may hereafter be amended, of the State of Michigan Election Laws.
2. **Code of Conduct.** Each member and/or officer agrees to the following standards of conduct:

- a. Treat all people with respect, acknowledging that differing opinions exist.
 - b. Refrain from engaging in behavior designed to delay a meeting or a vote.
 - c. Support the work of the Executive Committee, the officers, and the various committees. This means avoiding public criticism and personal attacks.
- 3. **Vacancy.** If a vacancy occurs among the members, the remaining members shall nominate a replacement to be approved by the members at the next Regular meeting, providing prior notice has been given.
- 4. **Removal.** Officers and members automatically forfeit their membership and offices upon being absent without excuse from three consecutive Executive Committee meetings (“meeting(s)”), provided that prior notice of these meetings was given to such officers and members. To be excused from a meeting, officers and members must notify the Chairperson or Secretary prior to the meeting.
- 5. **Termination.** The Executive Committee shall have the authority and power to terminate the membership of any member,
 - a. should any member be found guilty of any felony in any Court of Record, or
 - b. for failure to fulfill the duties and responsibilities delegated by these bylaws, or
 - c. by the state rules and statutes by a two-thirds (2/3) majority vote of the members present at a meeting.
- 6. **Honorary Members.** The Executive Committee may, at their discretion, appoint Honorary members to contribute and speak at meetings. These Honorary members shall be non-voting members of the body.
- 7. **Membership Dues.** Any member whose dues are in arrears may not vote at any meeting until such dues to the Saginaw County Republican Party are paid and current. Dues are to be paid by the first meeting of the year.
- 8. **Resignation.** Resignations shall be made in writing to the Secretary or if the office of Secretary is vacant, to all the remaining officers.

Article IV: Officers

- 1. In accordance with MCL 168.599, the Executive Committee shall elect a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer.
- 2. The officers shall be registered voters and residents of Saginaw County, but need not be members of the Executive Committee prior to election as officers.
- 3. The officers shall be voting members of the Executive Committee, with the Chairperson voting only to break ties.

4. If a member is elected as an officer, the vacancy that has been created on the Executive Committee shall be filled in accordance with these bylaws.
5. If a vacancy occurs among the officers, the Executive Committee shall nominate a replacement to be voted on by the Executive Committee at the next Regular meeting, providing prior notice has been given.
6. In the event that the elected Vice Chair, Secretary, or Treasurer shall be temporarily unable to discharge the duties of their office due to absence, disability, or incapacitation, the Chairperson may designate a person to temporarily discharge the duties of the affected office. However, the temporary designation shall not last for more than forty-five (45) days without the approval of the Executive Committee.

Article V: Officers' Responsibilities and Duties

1. Chairperson.

- a. The Chairperson shall preside at all meetings, sign all contracts, agreements, and documents when authorized by the Executive Committee, serve as the primary spokesperson for the party (however, other officers and members may speak on behalf of the party with the approval of the Chairperson), and perform other such duties as required by law and as the Executive Committee shall authorize, including setting priorities, managing activities, and operating expenditures of the Saginaw County Republican Committee.
- b. The Chairperson, within sixty (60) days of election, shall appoint the chairpersons of all Standing Committees.
- c. The Chairperson shall serve as an ex-officio member of all committees.
- d. The Chairperson, as authorized by the Executive Committee, shall be responsible for the hiring and termination of all employees of the Executive Committee.
- e. The Chairperson shall be responsible for coordinating the responsibilities of all officers.

2. **Vice-Chairperson.** The Vice-Chairperson shall, in the absence of the Chairperson, have the same powers and duties as the Chairperson.

3. Secretary.

- a. The Secretary shall take accurate minutes of the meetings and send a copy thereof to each member and officer at least ten (10) days prior to the next

meeting, together with the notice of that meeting. Electronic (e-mail) communication is acceptable for these responsibilities of the Secretary.

- b.** The Secretary shall also preserve minutes of past meetings and shall supply a copy thereof to officers and members upon request.
- c.** The Secretary shall at all times maintain a current roster of the officers and members, and the members of all Standing Committees, including their mailing addresses, telephone numbers, and e-mail addresses. A copy thereof shall be provided to all members in a timely manner.
- d.** The Executive Committee shall reimburse the Secretary for copying and mailing costs incurred in fulfilling the duties of the office.
- e.** The Secretary shall deliver to his or her successor all books and records of the Executive Committee within ten (10) business days.
- f.** In absence of the Secretary, the Chairperson shall appoint an acting Secretary.
- g.** The Secretary shall deliver a current copy of the bylaws together with a copy of MCL 168.599 to all new members following their election.
- h.** All lease documents, contracts, and purchase agreements, or an exact copy thereof, must be filed with the Secretary within ten (10) days of being entered into by the Chairperson of the party or his/her designee. The Secretary shall retain these records and deliver them to his/her successor in office.

4. Treasurer.

- a.** The Treasurer shall have custody of all funds paid to the Saginaw County Republican Party, and all such monies shall be deposited in the bank designated by the Finance Committee in the name of the Party.
- b.** The Treasurer shall process all disbursements, which must be documented and legally recorded, and made only with the approval of the Chairperson and authorized by the Executive Committee.
- c.** The Treasurer shall keep a record of all receipts and disbursements of funds in his or her charge, and said records, upon reasonable request, shall be open to inspection by an officer or member.
- d.** The Treasurer shall prepare a financial report for each Regular meeting which shall include all expenditures of at least \$100 and be current to the end of the month that precedes the meeting.
- e.** The Treasurer shall prepare and timely deliver such official financial reports as required by the federal, state, and local governments.
- f.** The Treasurer shall serve as an ex-officio member of the Finance Committee and all fundraising committees.

- g. The Treasurer shall present an annual report at the last meeting of the year.
- h. The Treasurer shall promptly deliver all records and funds of the Executive Committee to his or her successor within ten (10) business days.

5. When an Officer Becomes a Candidate.

- a. Should any officer become a candidate for any elective office, except precinct delegate, prior to a primary by announcing his or her candidacy or forming, authorizing, or acquiescing in the formation of an exploratory or draft committee on his or her behalf, that officer shall immediately, effective on the date of the announcement of such candidacy effort:
 - i. request approval by majority vote of the Executive Committee to continue to serve as an officer while campaigning for such an elected office, or
 - ii. take a leave of absence from his or her office, and the Executive Committee shall at a Special meeting, or its next Regular meeting elect a temporary replacement who will perform the duties of that office until the general election, or
 - iii. resign from said office, and the Executive Committee shall initiate the process set forth in these bylaws to fill the officer vacancy.

Article VI: Standing Committees & Additional Committees

- 1. **Finance Committee.** The Finance Committee shall be responsible for developing and submitting an annual budget at the beginning of each calendar year and for raising funds needed to meet the budget of the Saginaw County Republican Committee and make a report at each Regular meeting.
- 2. **Candidate Committee.** The Candidate Committee is responsible for recruiting candidates for any elected office in Saginaw County and for the coordination of Republican campaigns in Saginaw County.
- 3. **Financial Review Committee.** The Financial Review Committee shall consist of three members of the Executive Committee (excluding current members of the Finance Committee), or an independent accounting firm as directed and approved by the Executive Committee and is responsible to annually audit the Treasurer's records and transactions. Such committee must report its findings by March 1st of every year.
- 4. **Nominations Committee.** The Chairperson shall convene a Nominations Committee composed of three current members, for the purpose of recommending a slate of officers for the succeeding two (2) year term. The members of the

Nominations Committee shall be appointed by the Chairperson, with approval by majority vote of the Executive Committee. The Nominations Committee shall present their recommendations at a meeting prior to the Fall County Convention.

- 5. Additional Committees.** Additional Committees may be appointed by the Chairperson as needed.

Article VII: Meetings

1. Regular Meetings.

- a.** The Executive Committee shall hold Regular meetings (“Regular meeting(s)” or “meeting(s)”) at least every other month, or more frequently as required, to perform the duties and responsibilities of the Executive Committee.
- b.** The time and place of the meetings shall be determined by the Chairperson.
- c.** Notice of each Regular meeting (by regular mail or e-mail) shall be given to each member showing the time and place at least ten (10) days prior to the meeting.

2. Special Meetings.

- a.** The Chairperson may call a Special meeting when the business of the Committee requires.
- b.** The Chairperson shall also call a Special meeting upon a written request of one-third (1/3) of the members.
- c.** Notice of a Special meeting (by regular mail or e-mail) shall be given to each member showing time and place at least five (5) days prior to the meeting.
- d.** Any notice of a Special meeting shall indicate briefly the purpose of the Special meeting.
- e.** At a Special meeting, members may only address and vote on those issues for the which the Special meeting is called. All other business must be addressed and voted on at a Regular meeting.

- 3. Quorum.** One-third (1/3) of the members shall constitute a quorum to transact business for all meetings or Special meetings.

- 4. Voting.** Members shall each have one vote. Members must be present either in person or online if the meeting or Special meeting is available via a dial-in or weblink (for example via Zoom or a similar platform) in order to exercise the vote with the exception of those afforded the right to a proxy, as stated in Article VII, Section 6 of these bylaws.

- 5. County Convention.** County Conventions are governed by the Michigan Republican Committee rules. The Executive Committee Chairperson shall serve as the temporary Chairperson.

6. Proxy Voting.

- a. State legislators or state legislative nominees, whose district or district sought includes any part of Saginaw County, may designate a proxy voter (“proxy”) to cast their vote at meetings.
- b. A Proxy must be a member, a resident of Saginaw County and must present documentation either in writing or by email from the state legislator or state legislative nominee, that they (the Proxy) have been designated to be that state legislator’s or state legislative nominee’s Proxy.

7. Communications.

- a. It is the responsibility of each member to provide the Secretary with his or her current and active email address.
- b. If a member does not have a current and active email address, it is the responsibility of the member to provide the Secretary with an alternative means of communication.

- 8. Recordings.** No audio, video, or other recording of meetings shall be permitted without the express permission of the Chairperson and advance notification to all members present at the meeting.

Article VIII: Candidate Endorsements

- 1. Prior to any primary, the Executive Committee may not endorse any candidate who has opposition within the party. A member or officer may endorse candidates in their individual capacity. This rule may be suspended by a two-third (2/3) vote of the entire Executive Committee membership.

Article IX: Indemnification

- 1. The Executive Committee shall indemnify and hold harmless any person who was or is a party, or threatened to be made a party, to any threatened finding or completed action, suit, or proceeding, by reason of the fact that he or she is or was an officer, member, or employee of the Executive Committee, against expenses (including attorney’s fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if he or she acted in good faith, with the approval of the Executive Committee, and in a manner he or she reasonably believed to be in the best interests of the Executive Committee and has no reasonable cause to believe his or her conduct was unlawful.

Article X: Dissolution

1. In the event the Executive Committee of the Saginaw County Republican Committee ceases to exist, after all bills and claims against it have been paid and all remaining personal property has been disposed of according to the directive of the Executive Committee, the remaining cash balance shall be forwarded to the Michigan State Republican Committee. None of the assets shall be distributed to a member or officer of the Executive Committee.

Article XI: Parliamentary Authority

1. Robert's Rules of Order, Newly Revised, shall govern the conduct of the Executive Committee, its meetings, and the meetings of its Standing Committees, except as provided in these bylaws.

Article XII: Amendment of Bylaws

1. **Submission in Writing.** All proposed amendments to these bylaws shall first be submitted to the Executive Committee in writing.
2. **Notification of Committee Members.** Each member shall be notified by email or in writing of the content of any proposed amendment at least thirty (30) days before the date on which such proposed amendment is to be voted on.
3. **Vote Required to Amend Bylaws.** No amendment shall pass until it has received a favorable two-thirds (2/3) majority vote of the entire Executive Committee membership
4. **Effective Date.** These bylaws and any later amendments are hereby declared to be in full force on the date of their adoption by the Executive Committee.

Article XIII: Expenditures and Reimbursements

1. Before any expenditure is made of party funds of more than \$750, the expenditure must be approved by a majority of the members present at any meeting, unless the expenditure shall have been included in the party's annual budget.
2. All requests for reimbursement must be submitted with documentation to the party Treasurer within thirty days from the date of receipt. Failure to do so may result in denial by the Executive Committee of the reimbursement.