

**BYLAWS OF THE
KENT COUNTY REPUBLICAN COMMITTEE**



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Article I – Name

This Committee shall be identified as the Kent County Republican Committee. The Kent County Republican Committee is a self-governing, private political organization and the Executive Committee is the elected leadership of the Committee (the “EC”). The Kent County Republican Committee is sometimes referred to as the Republican Party of Kent County, Michigan or the Kent County GOP.

Article II – Purpose

The purpose of the EC shall be to:

1. Perform all duties delegated to the EC by law and other duties not prohibited by law or these Bylaws.
2. Direct, manage and supervise the affairs and business of the Kent County Republican Executive Committee in Kent County, Michigan. This shall include, but not be limited to, the following:
 - a. Work for the election of the Republican Party’s nominees in Kent County, Michigan;
 - b. Work in collaboration with other Republicans within the state, district, and county organizations; and
 - c. Advance the general welfare of the Republican Party and its platform in a good faith manner and encourage citizen participation in public affairs and the political process throughout Kent County.

Article III – Membership

Membership in the EC shall consist of Elected Members (sometimes referred to as non-statutory members) (voting), Statutory Members (voting), Precinct Delegate Members (non-voting) and Honorary Members (non-voting). The EC shall be comprised of 61 Elected Members and 41 Statutory Members effective with the August election of Precinct Delegates in even numbered years. Elected Members, Precinct Delegate Members and Honorary Members are required to reside in Kent County during their entire term as EC Members.

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1. **Elected Members.** Elected Members of the EC shall be elected by the Kent County Precinct Delegates at the first Republican Kent County Convention following the General Election in even numbered years. Elected Members shall serve on the EC for a term of two (2) years or less, if they resign or are removed.
 - a. **Voting.** Elected Members shall have the right to vote on all matters that come before the EC except as otherwise provided for in these Bylaws. Elected Members shall not be entitled to vote by proxy or secret ballot.
 - b. **Administrative Dues.** Every Elected Member shall pay administrative dues in the amount of \$75 per year to defray administrative expenses. The administrative dues may be adjusted annually to account for inflation. The failure of any Elected Member of the EC to pay his/her administrative dues to the Kent County Republican Committee by March 1st of each calendar year shall automatically suspend such Elected Member's voting rights and other privileges until the administrative dues are paid in that calendar year. The Treasurer shall notify the Chair of non-payment of dues by an Elected Member prior to the March EC meeting.
 - c. **Committee Responsibility.** Each Elected Member shall serve on at least one (1) Standing Committee or Sub-Committee, participate in recruiting efforts and assist in promoting ticket sales to all Kent County GOP fundraising events. Precinct Delegates and Honorary Members are encouraged to support the work of the EC by participating on a Standing Committee.
 - d. **Term.** Each Elected Member's term is two years and shall commence immediately upon election at the Republican Kent County Convention in even number years and will end at the Republican Kent County Convention of the second year of the two-year term.
2. **Statutory Members.** Statutory Members of the EC shall be those persons most recently nominated by the Republican Party as Republican candidates for county office (County Clerk, Treasurer, Sheriff, Prosecuting Attorney, Drain Commissioner and County Commissioners) and state legislative office (State Representatives and State Senators whose districts include all or part of Kent County) at the preceding primary election having taken place in Kent County, Michigan. Statutory Members shall serve on the EC until their elected office term expires or earlier if they resign or are removed.
 - a. **Voting.** Statutory Members shall have the right to vote on all matters that come before the EC, except as otherwise provided for in these Bylaws.

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reside in Kent County that are licensed to practice law or have legal, professional or political knowledge that will benefit the EC.

- a. **Voting.** Honorary Members shall not have the right to vote on any matter before the EC and are not permitted to bring motions or to second motions.
- b. **Administrative Dues.** Every Honorary Member shall pay administrative dues in the amount of \$25 per year to defray administrative expenses. The administrative dues may be adjusted annually to account for inflation. The failure of any Honorary Member of the EC to pay his/her administrative dues to the Kent County Republican Committee by March 1st of each calendar year shall automatically suspend such Honorary Member's privileges until the dues are paid in that calendar year. The Treasurer shall notify the Chair of non-payment of dues by an Honorary Member prior to the March EC meeting.

5. **Membership Resignation.** Any Elected, Statutory, Precinct Delegate Member, or Honorary Member may resign from the EC at any given time by providing written notice to the Secretary or verbally at an EC meeting. Resignations are effective immediately once notice is received and shall be announced at the next regular meeting.

6. **Membership Revocation.**

- a. **Elected Members.** Any Elected Member shall be immediately disqualified and automatically removed from the EC membership in any of the following events: (1) such Elected Member moves his/her residence out of Kent County; (2) such Elected Member becomes a member or a candidate of any other political party; or (3) such Elected Member fails to pay the administrative dues provided under these Bylaws by July 1 of the calendar year in which such dues are required to be paid.

In the event an Elected Member engages in conduct unbecoming of an Elected Member, including engaging in conduct in violation of law, these Bylaws, or fails to attend three (regular) meetings in a calendar year without due cause, such Elected Member may be removed from the EC membership and any EC office by a majority (50% + 1) vote of the Elected Members present at a regular meeting. The EC Secretary shall notify an Elected Member after his/her third meeting has been missed and also notify the EC. Requests for excused absences are to be submitted in writing via text or email to the Chair or Secretary.

- b. **Statutory Members.** Any Statutory Member shall be immediately disqualified and automatically removed from the EC membership in any of the following events: (1) such Statutory Member moves his/her residence out of Kent County,

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except that any position tied to a state or senatorial office for Kent County will be accorded membership on the EC regardless of county residence; (2) such Statutory Member is involuntarily removed from his/her county or state office or (3) such Statutory Member changes his/her party affiliation to any other Political Party than the Republican Party, or affiliates with no political party, as determined by a vote of the EC.

In the event a Statutory Member engages in conduct unbecoming of a Statutory Member, including engaging in conduct in violation of these Bylaws, such Statutory Member may be removed from the EC membership and any EC office by a two-thirds (2/3) vote of the EC Members present at a regular meeting.

- c. **Precinct Delegates.** Any Precinct Delegate Member that attends an EC meeting serves at the discretion of the EC and may be removed from the EC membership by a majority (50% + 1) vote of the Elected Members present at a regular meeting. A Precinct Delegate may be banned from an EC meeting, or multiple meetings, at the discretion of the Chair.
- d. **Honorary Members.** Any Honorary Member serves at the discretion of the EC and may be removed from the EC membership by a majority (50% + 1) vote of the voting Members present at a regular meeting.
- e. **Notice.** If an EC member has been removed pursuant to these Bylaws, a letter shall be sent to the removed EC member as soon as reasonably practicable and not less than five (5) days prior to the next scheduled EC regular or special meeting. A removed EC member who is also an elected Precinct Delegate may not pay administrative dues to then become a Precinct Delegate Member of the EC.

7. Membership Vacancy.

- a. **Elected Members.** If a vacancy occurs in the position of an Elected Member of the EC, the vacancy may be filled by a vote of the remaining Elected Members at any subsequent regular meeting after the vacancy occurs, provided a minimum of ten (10) days notice of intent to fill the vacancy has been provided to the EC Elected Members. Filling any vacancy herein shall be for the remainder of the term of office vacated.
- b. **Statutory Members.** If a vacancy occurs in the position of a Statutory Member of the EC, the vacancy may be temporarily filled by a vote of all of the members of the EC at any subsequent regular meeting, provided a minimum of ten (10) days notice of intent to fill the vacancy has been provided to the EC Members. The

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temporary filling of a Statutory Member vacancy shall only be until such time as the position is filled in a subsequent Republican primary election.

- c. **Honorary Members.** If a vacancy occurs in the position of an Honorary Member, the vacancy may be filled at the discretion of the Chair subject to the approval of the EC by majority (50% + 1) vote.
8. **Standards of Conduct.** Each EC Member and/or Officer, by accepting and becoming an EC Member and/or Officer agrees to perform his/her duties in accordance with these Bylaws and for the benefit of the EC and the Kent County GOP. Each EC Member and/or Officer agrees to the following standards of conduct:
- a. Perform his/her duties in good faith and without malfeasance, acting in a professional manner at all times.
 - b. Provide a welcoming and respectful environment for communications by all Members acknowledging the diverse opinions that may exist.
 - c. Be prepared and knowledgeable to further the completion of EC business meetings and Standing Committee meetings efficiently.
 - d. Arrive before the meeting's start time and be seated so the meeting can begin on time as a professional courtesy to invited speakers, EC Officers, EC Members and Standing Committee Chairs.
 - e. All Members will seek to start and end meetings on time and will refrain from engaging in behavior designed to delay the start of the meeting.
 - f. Refrain from disparaging comments criticizing the voice of the majority in public even when Members voted in opposition. Respectful opposition is overshadowed and discounted when disparaging comments are made in public. Communicating publicly in a negative manner about actions taken by the EC Officers or Members affects outside interest and participation in the Kent County GOP. All media communications, events, speaking opportunities and social media platform posts are considered public.
 - g. Support the work of the Standing Committees in public and avoid public criticism, disparaging character comments in public and communicating in a way that negatively affects growth, participation or momentum. All media communications, events, speaking opportunities and social media platform posts are considered public.

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- h. Guests, Precinct Delegates and EC Members are prohibited from audio and/or video recording the EC business meetings and Standing Committee meetings.
- i. EC Members and/or Officers shall not endorse Republican candidates in a contested primary election in their official capacity as an EC Member or Officer, except where the candidate has received the EC's formal endorsement pursuant to Article VIII.
- j. No EC Member or Officer is permitted nor shall he/she speak on behalf of the EC or the Kent County GOP unless expressly authorized in writing by the Chair. This shall include, but not limited to, communicating through social media, electronic communications, print communications, websites, airwave media or print media.
- k. Refrain from any private or public actions that will compromise the Kent County GOP or cause potential legal liability.

All members of the EC shall sign a copy of **Addendum C** to acknowledge they have read the Bylaws and Addendums and agree to the terms, including the provisions related to Standards of Conduct and Conflict of Interest. The signed copy of Addendum C will be retained by the Secretary. EC Members that choose to not sign Addendum C, essentially in opposition to the terms of the Bylaws and Addendums, will not be allowed to participate in EC or Standing Committee meetings and may be removed from the EC. The restriction can be removed by agreeing to the provisions in the Bylaws and Addendums and signing the acknowledgement on Addendum C.

Violations of the terms of the Standards of Conduct or Conflict of Interest provisions may result in either a censure of the Member or revocation of membership by the EC. A vote to approve a censure shall mean the inability of a member to speak, vote or otherwise participate in an EC meeting and the length of censure shall be included in the motion.

Article IV – Meetings

1. **Regular Meetings.** The EC shall hold meetings as frequently as necessary to carry out its duties, at times and places within Kent County as determined by the Chair, provided however, that there shall not be less than six (6) meetings of the EC per year which are scheduled at regular intervals ("Scheduled Regular Meetings"). At the beginning of each calendar year, the Chair shall present dates for the Scheduled Regular Meetings to the EC for consideration and adoption at the first meeting of the EC in any calendar year, which shall be held no later than January 30. The dates may be amended and adopted by a majority (50% +1) vote of the EC members present at the first meeting.

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2. **Special Meetings.** EC meetings other than regular meetings are identified as special meetings and may be convened at the call of the Chair or by written request of at least one-third (1/3) of the statutory and one-third (1/3) of the elected voting members of the EC to the Secretary. The call or request shall specify a date, time, venue, and a draft agenda for the meeting. Special meetings shall be held within a reasonable time after being called by the Chair or written request is received by the Secretary.
3. **Notice.** Notice for any EC meeting (regular or special) shall include the date, time, venue and draft agenda for the meeting, and shall be sent by the Secretary to all members of the EC not less than seven (7) days prior to a regular meeting, and when possible, not less than five (5) days prior to a special meeting. Any notice provided under this provision shall be deemed given if sent by any reasonable means, including, but not limited to, U.S. Postal Service, electronic mail, facsimile transmission, private mail delivery service, personal delivery, text or telephone contact.
4. **Quorum.** A quorum to do business for any regular or special meeting of the EC, including removal of any EC member or officer, shall consist of thirty-seven (37) EC members effective with the August election of Precinct Delegates in even numbered years. No vote on any matter may be taken without a quorum present. If a quorum is not met, the Chair may choose to hold the meeting to provide informational updates, however, no business may be transacted. Sign in or roll call shall always be the first item of business on the agenda. Once quorum is established at the beginning of the meeting, it shall continue throughout the duration of the meeting and business can be conducted thereafter, including all voting.
5. **Recording of Meetings.** The EC is a private organization and as such EC meetings are not open to the public. In order to facilitate and encourage open and honest discussion, audio and video recording of meetings are strictly prohibited. A single violation of this provision shall be sufficient to establish good cause for the permanent removal of any EC member from the EC or the permanent suspension of voting rights of any EC member. This provision shall not apply to the recording of meetings by the Secretary for the sole purpose of preparing minutes. Any such recording by the Secretary shall be destroyed (erased) upon the subsequent EC approval of the minutes of the meeting being recorded. Recordings by the Secretary shall be available for review by any EC member before they are destroyed (erased).
6. **Guests.** All guests to the EC meetings are by invitation and can be removed from the EC meetings at the EC Chair's discretion. EC members may invite one person as a guest to attend the EC meetings. Volunteers that are interested in participating

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in the work of a Standing Committee will be considered a guest at the committee meetings and may be removed at the discretion of the Standing Committee Chair.

Article V – Officers

- 1. Election of Officers.** The elected officers of the EC shall consist of a Chair, Vice-Chair, Secretary, Treasurer, and any other officer position that the EC decides to create and fill. These officers shall be elected by the EC by majority (50% +1) vote within thirty (30) days following the fall Republican Kent County Convention in even numbered years.
- 2. Executive Board.** The Executive Board (“EB”) of the EC shall consist of Chair, Vice-Chair, Secretary, Treasurer, and the chairs of the following Standing Committees; Candidates, Election Integrity, Events and Fundraising, Grassroots, Operation Watchdog, Public Relations, and Technology. The chairs of these Standing Committees shall be considered as additional officers of the EB (“Executive Board Officers”).

In the event of an urgent matter, the EB may convene and decide the matter in between meetings of the EC with a majority (50% + 1) vote of the EB. Any such decision shall be made in good faith and in the best interests of the EC. The decision made shall be reported at the next EC meeting, and to the extent practicable, such decision shall not become fully passed or enforceable until approved by a majority (50% + 1) vote of the EC. To the extent such decision cannot practicably be overturned, such decision shall be deemed approved and affirmed by the EC.

- 3. Term.** Each officer’s term shall commence on January 1 in the year following his/her election and will end on December 31st of the second year of the two-year term. No Chair, Vice-Chair, Secretary, Treasurer or Executive Board Officer of the EC shall serve more than two consecutive two-year terms in the same position. No member of the EC may fill two offices at any one time.
- 4. Resignation.** An EC officer may resign his/her office at any time by giving written notice to the Secretary or if the Secretary, to the Chair.
- 5. Removal.** EC officers may be removed from any EC office and/or Standing Committee by majority (50% + 1) vote of the EC at a regular meeting, provided removal of that officer is on the draft agenda for any of the following reasons: (a) the EC officer has acted in violation of the Standards of Conduct or these Bylaws; or (b) the officer has failed to execute his/her duties and responsibilities attributable/assigned to his/her office by these Bylaws resulting in a dereliction of

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duty. An officer subject to a removal vote shall not preside over a vote of his/her removal.

6. **Vacancies.** An office is vacant if the EC member holding that office is no longer qualified as a member of the EC, resigns, or is removed. The EC shall elect another EC member to fill the unexpired term of the vacated office as soon as reasonably practicable, but not later than forty-five (45) days after the vacancy. The election shall be held at a regular meeting and with a quorum being met.

If the vacancy occurs in the office of the Chair, the powers and duties of the Chair shall be assumed immediately and automatically by the Vice-Chair, or the Secretary if no Vice-Chair, until a new Chair is elected by the EC at a regular or special meeting to occur no later than thirty (30) days after the vacancy. If the vacancy occurs in the office of the Treasurer or Secretary, the Chair may immediately appoint an interim Treasurer, which may be the acting Deputy Treasurer, or Secretary until a new officer can be elected by the EC at a regular or special meeting to occur no later than thirty (30) days after the vacancy.

7. **Property of EC.** All records, papers, funds, money, accounts, software, passwords, electronic credentials, books, files (including electronic), letters, and any other property pertaining to or associated with the affairs of the EC or Kent County GOP shall be owned by and be property of the EC ("EC Property"). Upon vacating any position, all persons in possession of such Property shall immediately turn over the Property to the successor officer or Standing Committee Chair, if elected, or in the alternative, to the EC Chair, in the event a successor has not yet been elected. Failure to turn over the Property within three (3) days can result in a vote to remove a Member from the EC and/or personal responsibility for any financial loss or fines imposed on the Kent County Republican Committee.

Article VI – Duties of Officers

1. **Chair.** The Chair shall perform the following duties:
 - a. Carry out all obligations imposed on the office by these Bylaws.
 - b. Call and preside at all meetings of the EC.
 - c. Be an ex-officio member of all Standing Committees and ad hoc committees.
 - d. Appoint the chairperson of all Standing Committees and may remove any of them at the Chair's discretion, except for the chairperson of the Finance Standing

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Committee which shall be the Treasurer. The Chair shall appoint and/or approve the chairperson of the Standing Committees at the beginning of his/her term.

- e. Sign all contracts, agreements, and related documents on behalf of the EC. If the Chair finds any agreement that may need further clarification, or is questionable as to the content, he/she can bring to the EB those documents for review and approval before signing.
- f. Be responsible for managing the day-to-day affairs of the EC and shall coordinate the activities of the Standing Committees and other temporary committees. The Chair shall be a voting member of all Standing Committees.
- g. Be the official spokesperson and shall oversee media relations together with the Public Relations Standing Committee.
- h. Not authorize a contract for a time past the end of the Chair's term in office, without being first approved by a majority (50% +1) vote of the EC, provided the conditions in Article VI, Section 5 are met.
- i. Assign other officers and committees such duties as may be necessary.
- j. Not authorize an unbudgeted expenditure of more than \$2,500 without being first approved by a majority (50% +1) vote of the EC. In no event shall the combination of such unbudgeted item expenses exceed \$5,000 between regular meetings.
- k. Perform any other duties delegated to him/her by the EC.

2. **Vice-Chair.** The Vice-Chair shall perform the following duties:

- a. Carry out all obligations imposed on the office by these Bylaws.
- b. Execute all powers and duties of the Chair while the Chair is not reasonably able to act until such inability is removed or until the Chair shall again take up the duties of the office.
- c. Preside over meetings of the EC in the absence of the Chair, or at the request of the Chair.
- d. Be an ex-officio member of all Standing Committees and such other temporary committees.

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- e. Perform any other duties assigned by the Chair or delegated by the EC, including the role of Secretary at a meeting when the Secretary is absent.

3. **Secretary.** The Secretary shall perform the following duties:

- a. Carry out all obligations imposed on the office by these Bylaws.
- b. Take and record roll call at EC meetings, announce absence or presence of a quorum, and announce the assignment of any valid proxy under these Bylaws from a Statutory Member.
- c. Keep records of all EC business including the names, addresses, telephone numbers and email addresses of all EC members and Precinct Delegates.
- d. Give notice of all conventions and EC meetings to those entitled to notice as required by and pursuant to these Bylaws.
- e. Keep a permanent record of the minutes and the attendance at all EC meetings and shall make such record available for inspection and copying by any member of the EC.
- f. Retain the signed Addendum C form received from each EC Member.
- g. Accept and log all written incoming communications to the EC and route them to the appropriate recipient(s). Written correspondence delivered to the post office box address may be retrieved by the Treasurer as a matter of convenience and shall be remitted to the Secretary as soon as practicable for logging and distribution.
- h. Keep a list of the Standing Committees and the members appointed to those committees.
- i. Notify all EC members of their Standing Committee assignment, including the chairperson as appointed by the EC Chair.
- j. Perform any other duties delegated by the EC.

4. **Treasurer.** The Treasurer shall perform the following duties:

- a. Deposit all monies paid to the EC/Kent County GOP in accounts naming the Kent County Republican Committee as account owner. Such accounts shall be held in banks designated by the Chair, in consultation with the Treasurer.

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- b. Pay all bills charged to the EC as authorized by the Chair, or in his/her absence the Vice-Chair. In no event shall the total amount of such unbudgeted authorizations exceed \$5,000 between regular meetings. Any bill authorized by a majority (50% +1) vote of the EC shall be paid with no limitations.
- c. Keep (or cause to be kept) an accurate account, in permanent records of all receipts and disbursements of funds of the EC, in accordance with Generally Accepted Accounting Practices (GAAP). Such records shall be open to inspection, upon reasonable request, by any three (3) members of the EC or by a Standing Committee chairperson.
- d. Report to the EC at each regular meeting all revenues, expenditures, outstanding obligations, and cash balance in all accounts, status of data reporting to the Michigan Bureau of Elections and correspondence received. The Treasurer shall be the Chair of the Finance Standing Committee.
- e. Nominate a Deputy Treasurer subject to the approval of the EC by a majority (50% +1) vote. The same vote is required by the EC to remove a Deputy Treasurer. The Deputy Treasurer will assist the Treasurer in carrying out the duties of the office and will attend EC meetings to assist the Treasurer or for reporting purposes only in the absence of the Treasurer. The Deputy Treasurer shall not have the right to cast a vote as the Deputy Treasurer on any matter before the EC and is not permitted to bring motions or to second motions as the Deputy Treasurer.
- f. Properly and timely file all financial reports required by law, including the campaign finance reports.
- g. Invoice all EC Members for their annual administrative dues as defined in the Bylaws at least 30 days prior to the March 1st deadline, record receipt and report non-payment of dues prior to the March EC Meeting to the Chair for further action. Continue communication with EC Members to collect the administrative dues.
- h. Turn over all EC Property (defined in Article V, Section 7) to the Chair and Vice-Chair within 48 hours of resignation or removal as Treasurer. The Deputy Treasurer shall assist the Chair in the transition of duties during a vacancy in the office and may be appointed to the office of Treasurer by the Chair, subject to approval by a majority (50% +1) vote of the EC at a regular meeting.
- i. Perform any other duties delegated by the EC.

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- 5. Prohibition of Contracts.** Neither the Chair nor any other officer of the EC shall enter into contracts on behalf of the EC that extend beyond the Chair's respective term of office unless: (1) such contract is expressly approved by a majority (50% +1) vote of the EC at a regular meeting; and (2) funds are encumbered for such contract or there is a realistic expectation that funds will be received to pay for the contracted item(s).

Article VII – Standing Committees

The Standing Committees of the EC shall be those listed on the attached **Addendum A**, and any additional temporary standing committee for limited purposes formed by the Chair at his/her discretion (“Standing Committees”). The purpose of a Standing Committee is to focus on specific subject areas and issues and advise the EC. Each Standing Committee shall have the right to adopt its own rules and procedures not inconsistent with these Bylaws. The Standing Committees shall coordinate, collaborate and work together when necessary to promote the goals of the EC and the Kent County GOP.

- 1. Membership.** Members of a Standing Committee or Sub-Committee of a Standing Committee shall be appointed by and serve at the pleasure of the Standing Committee chairperson. All EC Members are required to serve on at least one Standing Committee and regularly participate. A Statutory Member may seek an exception from the Chair as it relates to the required Standards of Conduct expectations outlined in Article VII, Paragraph 2. Members of a Standing Committee or Sub-Committee are not required to be members of the EC but shall possess skill sets or knowledge that would be beneficial to the operation of the Standing Committee. Members of a Standing Committee may serve on multiple Standing Committees. When the EC Chair or Vice-Chair attend or participate in any Standing Committee meeting, they do so in their capacity as a member of the EC and not as Chair/Vice-Chair of the EC and therefore have no more authority than any other regular member.
- 2. Standards of Conduct.** Each member of a Standing Committee or Sub-Committee, by accepting and becoming a Standing Committee member or Sub-Committee member, agrees to perform his/her duties in accordance with these Bylaws and for the benefit of the EC and the Kent County GOP. Each member shall sign the Acknowledgement on Addendum C once they join a Standing Committee. The EC Secretary will retain the signed Addendum C form. Each member further agrees to perform his/her duties in good faith and without malfeasance, and to act in a professional manner at all times. Members of the Standing Committee or Sub-Committee are expected to attend scheduled meetings of the Standing Committee and will be referred to the EC Chair after three consecutive meeting absences have

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been recorded by the Standing Committee Chair or designated Secretary. Three consecutive committee meeting absences of an EC member will result in the loss of voting privileges for the remainder of the calendar year and non-participation in a Standing Committee will subject the EC Member to removal pursuant to Article III, Paragraph 6. a.

No member of a Standing Committee or Sub-Committee is permitted, nor shall he/she speak on behalf of the EC, the Kent County GOP or any Standing Committee/Sub-Committee unless expressly authorized in writing by the Chair of the Public Relations Standing Committee, after consultation with the EC Chair. This shall include, but not be limited to, communicating through social media, electronic communications, print communications, websites, airwave media or print media.

3. Officers

- a. **Chair.** The chairperson of each Standing Committee shall call and preside at all meetings of the Standing Committee, appoint a secretary and sub-committees as deemed necessary, and report to the EC at each regular meeting. The chairperson shall perform other duties as provided by these Bylaws.
- b. **Vice-Chair.** The vice-chair of each Standing Committee shall be appointed by the Standing Committee's chair, have like powers and duties as the chair in the absence of the chair. The vice-chair shall perform other duties as the Standing Committee may determine.
- c. **Secretary.** The secretary of each Standing Committee shall keep an accurate record of the minutes of each meeting of the Standing Committee and provide copies of the minutes to members of the Standing Committee and to the Secretary of the EC. The secretary shall send out all meeting notices and perform other duties as the Standing Committee may determine.

4. **Meetings/Notice.** Standing Committee meetings shall be called and scheduled by its chairperson. Notice of a Standing Committee meeting shall be sent by any reasonable means as defined in Article IV, Section 3.

5. **Sub-Committees.** Each Standing Committee chairperson is authorized with the consent of the EC Chair to establish a sub-committee ("Sub-Committee) and appoint members to the Sub-Committee. The chairperson of each Sub-Committee shall report to the Standing Committee it was established under as directed by the chairperson of the Standing Committee.

6. **Amendments.** The EC may make amendments from time to time to attached Addendum A (Standing Committees) without calling for a review of or amending any

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other provision of the Bylaws. The EC may amend attached Addendum A by a majority (50% +1) vote of the EC.

Article VIII – Endorsements

1. **Policy.** It shall be the policy of the EC not to endorse or support individual candidates in contested Republican primary elections, except as provided in Article VIII, Section 2 (Endorsements) below.
2. **Endorsements.** In the exceptional circumstances where an endorsement will benefit the Republican Party in Kent County, the EC may endorse, support, or disavow an individual candidate in a contested Republican primary election, provided such endorsement is not given before the filing deadline for such office and the following conditions are met: (1) a resolution to endorse or disavow a particular candidate is adopted by a majority (50% +1) vote of the EC present and voting at a regular or special meeting; (2) notice of the regular or special meeting has been provided to all members of the EC pursuant to Article IV, Section 3; and (3) the candidate to be endorsed has consented to the endorsement proposed. No financial resources from the EC shall be used to endorse or support individual candidates in contested primary elections unless the EC has endorsed the candidate as provided for in this Article VIII, Section 2.

Article IX – Parliamentary Procedures

The process for proposing, amending, approving and defeating motions while conducting EC business and meetings, including Standing Committees and Sub-Committees, shall be pursuant to those procedures and rules set forth in attached **Addendum B** (General Parliamentary Procedure), provided such procedures and rules are not in conflict with other provisions of these Bylaws. The EC may make amendments from time to time to attached Addendum B without calling for a review of or amending any other provision of the Bylaws. The EC may amend attached Addendum B by a majority (50% +1) vote of the EC.

Article X – Conflicts of Interest

The purpose of this article is to protect the character and integrity of the Kent County EC and Kent County GOP by adopting conflict of interest rules that address both actual conflicts of interest and those situations that may give rise to the appearance of a conflict of interest.

BYLAWS OF THE KENT COUNTY REPUBLICAN COMMITTEE



1. **Duty to Disclose.** All members of the EC, including Standing Committee and Sub-Committees members, have a duty to disclose to the Chair and Vice-Chair, the receipt of any compensation that exceeds \$250 dollars in value from: (1) any candidate for election to any county, state or Federal office; (2) any officeholder who is subject to election laws of the State of Michigan or the United States of America; or (3) any political party or committee (including employees) subject to the reporting requirements of the Michigan Campaign Finance Act or the Federal Election Campaign Act (or any successor statute), including candidate committees, political committees, and independent committees or political action committees commonly known as “PACs”. Disclosures are required to be made within thirty (30) days of receipt of compensation.
2. **Compensation Definition.** For purposes of the conflict-of-interest rules, “compensation” includes, but is not limited to, any of the following: money, contract, property, gift, gift card or certificate, fee, contribution, rebate, discount, loan, office, position, appointment, job, employment; or any agreement to provide the foregoing or any other service or item having value.

Since the EC is a political organization, free tickets to fundraisers, rallies or other political events are not considered compensation as defined above regardless of the face value price of the ticket unless the member receives something of value other than attendance, food and drink at the fundraiser, rally, or event.

3. **Immediate Family Members.** If an immediate family member (spouse, significant other, child, parent, sibling) of an EC member or Standing Committee or Sub-Committee member meets the criteria for disclosure in Article X, Section 1, then the member must disclose said compensation.

Members of the EC and Standing Committee members shall sign the attached Addendum C, acknowledging that they have read Article X of the Bylaws and agree to abide by its terms.

Article XI – Adoption, Amendment

1. **Adoption.** The initial adoption of these Bylaws, including all Addendums, shall be approved by a majority (50% + 1) vote of the EC members present and voting at a regular meeting where the quorum requirement has been met. A copy of the proposed Bylaws shall be provided to each member of the EC with the meeting notice, or separately, at least five (5) days prior to the meeting to vote on adoption.
2. **Amendment.** Any proposed amendment(s) to these Bylaws will be submitted to the Chair and forwarded to the Policy and Bylaws Standing Committee for evaluation

BYLAWS OF THE KENT COUNTY REPUBLICAN COMMITTEE



and recommendation before being submitted to the EC for a vote. An amendment to these Bylaws, except amendments to the Addendums, shall be approved by two-thirds (2/3) vote of the EC members present and voting at a regular or special meeting where the quorum requirement has been met. An amendment to any Addendum shall be governed by Article VII, Section 6 and Article IX, respectively. A copy of the proposed Amendment shall be provided to each member of the EC with the meeting notice, or separately, at least five (5) days prior to the meeting to vote on the Amendment.

Article XII – Severability

If any provision of these Bylaws shall be held illegal or invalid by a court of law, the remaining portion or portions of these Bylaws shall be considered severable and remain in full force and effect.

The Kent County Republican Committee Bylaws have been adopted by an affirmative vote of a quorum of the Executive Committee Members, at a regular meeting held on March 25, 2024.

A handwritten signature in black ink, appearing to read "John Schaut". The signature is fluid and cursive.

John Schaut,
Kent County Republican Committee
Executive Committee Chair

ADDENDUM A TO BYLAWS OF THE KENT COUNTY REPUBLICAN COMMITTEE STANDING COMMITTEES



Addendum A – Standing Committees

The Kent County Republican Executive Committee Standing Committees are, but not limited to the following:

1. **Prayer**. This standing committee will equip and encourage the Kent County community, volunteers, and GOP members to continually and effectively pray. This includes but not limited to the following:
 - a. Assist the EC and standing committees in developing prayer strategies to incorporate into their meetings.
 - b. Schedule focused prayer times.
 - c. Develop prayer tools such as prayer request cards, prayer request emails, and a prayer request hotline for calls or text messages.
 - d. Develop a system to distribute submitted prayer requests and follow up.
2. **Finance**. This standing committee shall maintain budget control, review, and institute sound fiscal policy. Standing committee members shall assist as needed at events and fundraisers.
3. **Events and Fundraising**. This standing committee shall prepare and organize events for the purposes of fundraising and promotion of candidates for Kent County.
4. **Election Integrity**. This standing committee shall plan and coordinate Election Integrity activities in Kent County and coordinate with other organizations to promote the security of elections.
5. **Public Relations**. This standing committee shall provide support to all other Standing Committees and the EC via messaging and correspondence, including and not limited to website, email, social media, and graphics.
6. **Grassroots**. The function of this standing committee is to recruit, train and create an outreach program for Kent County volunteers.
 - a. **Community Outreach Sub-Committee**. The function of this sub-committee is to bridge members in the community.
 - b. **Precinct Delegate Sub-Committee**. The function of this sub-committee is to identify, recruit, vet and train precinct delegates to fill vacancies.

**ADDENDUM A TO BYLAWS OF THE
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STANDING COMMITTEES**



7. **Policy and Bylaws**. The function of this standing committee is to propose Standing Rules, Bylaws and General Parliamentary Procedures for the EC and any necessary amendments thereto.
 - a. Adoption of any Addendum and/or Amendment shall be pursuant to Articles XI and XII of the Bylaws.

8. **Technology**. The mission of the Technology Standing Committee is to secure and enhance the Kent County GOP technology assets. The function of this standing committee is to manage all technology within the Kent County GOP which includes but not limited to the following:
 - a. Managing/updating websites, social media, walk lists, etc.
 - b. Provide oversight of the technology (computers, software, internet, phone system) required for the efficient operation of Kent County GOP.
 - c. Assist the EC Chair, Technology sub-committee chair(s) and other standing committees with technology related issues.
 - d. Review current technology assets and assess technological needs to make recommendations to the EC Chair and Executive Committee to improve efficiency and security.

9. **Candidates**. The function of this standing committee is to review Kent County candidate (partisan and non-partisan) backgrounds and history experience, skills, education and platforms to determine if they are viable candidates for recruitment per Kent County Republican Party vetting standards for the general election campaigns in Kent County.

10. **Operations Watchdog**. The function of this standing committee is to monitor governing entities within Kent County and report to the EC. This will allow the EC to hold our officials (elected or non-elected) accountable based on their campaign promises. This committee may assist the Public Relations standing committee in the preparation of written materials to be published on the website or through other communication channels.

**ADDENDUM A TO BYLAWS OF THE
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- a. **Legislative Watchdog Sub-Committee**. The function of this sub-committee is to monitor State and Federal Legislators, Kent County Commissioners, Kent County City and Township Boards, and Kent County School Boards to report its findings to the EC at each monthly meeting.

- b. **Local Watchdog Sub-Committee**. The function of this sub-committee is to monitor cultural issues and current events locally to aid with community engagement/trust and to report its findings to the EC at each monthly meeting.

ADDENDUM B TO BYLAWS OF THE KENT COUNTY REPUBLICAN COMMITTEE GENERAL PARLIAMENTARY PROCEDURE



Addendum B – General Parliamentary Procedure

1. Overview:

- 1.1. General parliamentary procedure provides the process for proposing, amending, approving, and defeating motions while conducting business within an organization. Although following parliamentary procedure is not required, it can make meetings more efficient and reduces the chances of actions being declared illegal or challenged for procedural deficiencies.
- 1.2. An organization may adopt its own set of rules governing the conduct of its meetings. The EC hereby adopts the following General Parliamentary Procedure:

2. Basic Rules:

- 2.1. **Only one subject may be before a group at one time.** Each item to be considered is proposed as a motion which usually requires a "second" before being put to a vote. Once a motion is made and seconded, the Chair places the question before the membership for discussion by restating the motion.
- 2.2. **Only one person may speak at any given time.** When a motion is on the floor, an order of speaking is prescribed allowing the mover of a motion to speak first, so that the EC understands the basic premise of the motion. The mover is also the last to speak, so that the EC has an opportunity to consider rebuttals to any arguments opposing the motion. The mover must speak last, even if there is a motion to end the discussion.
- 2.3. **All members have equal rights.** Each speaker must be recognized by the Chair prior to speaking. Each speaker should make clear his/her intent by stating, "I wish to speak for/against the motion" prior to stating arguments.
- 2.4. **Each item presented for consideration is entitled to a full and free debate.** Each person speaks once, until everyone else wishing to speak has had an opportunity to speak.

The rights of the minority must be protected, but the will of the majority must prevail. Persons who don't share the point of view of the majority have a right to have their ideas presented for consideration, but ultimately the majority will determine what the membership will or will not do.

3. Motions:

The "call to meeting" shall in no way limit the business that is to be conducted at any session. If business comes to mind of any member during a regular session of the EC, that member may make a motion to conduct such business. Therefore, it is crucial that members of the EC attend each business session, and not only the business sessions that they think are "important". Business is brought before the

ADDENDUM B TO BYLAWS OF THE KENT COUNTY REPUBLICAN COMMITTEE GENERAL PARLIAMENTARY PROCEDURE



membership by motions, a formal procedure for taking actions. An action item not listed can be brought up during new business. To make a motion, a member must first be recognized by the Chair. After the member has made a motion (and after the motion is seconded if required), the Chair must then restate it or rule it out of order, or then call for discussion. Most motions require a second, although there are a few exceptions.

Exact wording of motions and amendments is important for clarity and recording in the minutes. If it's a complex motion, the motion should be written down for the Chair to read.

General parliamentary order provides for four general types of motions: main motions, subsidiary motions, incidental motions, and renewal motions.

3.1. **Main Motions**

The most important are the main motions, which are brought before the EC, for its action, on any subject. Main motions cannot be made when any other motions are before the EC.

3.2. **Subsidiary Motions**

Subsidiary motions are motions which direct or change how a main motion is handled. These motions include:

3.2.1. **Tabling.** Used to postpone discussion until the EC decides by majority vote to resume discussion. By adopting the motion to "lay on the table", a majority has the power to halt consideration of the question immediately without debate. Requires a second, non-debatable, not amendable.

3.2.2. **Previous question or close debate.** This motion is used to bring the body to an immediate vote. It closes debate and stops further amendment. The majority decides when enough discussion has occurred, not the Chair. The formal motion is to "call for the question" or "call for the previous question," or simply, "I move to close debate." The motion requires a second, is not debatable and requires a majority vote. This motion may not be made by a member who has spoken until members wishing to speak had their opportunity.

3.2.3. **Limit/extend debate.** May be desired if the group has adopted a rule limiting the amount of time that will be spent on a topic, or if the majority of the EC desires to impose a time limitation.

3.2.4. **Postpone to a definite time.** Similar to tabling, except that the motion directs that the matter will be taken up again at some specific date and time by majority vote.

ADDENDUM B TO BYLAWS OF THE KENT COUNTY REPUBLICAN COMMITTEE GENERAL PARLIAMENTARY PROCEDURE



- 3.2.5. **Refer to committee.** Directs that some other body will study the matter and report back by majority vote.
- 3.2.6. **Amendment.** Used to "fine tune" a motion to make it more acceptable to the EC. The amendment must be related to the main motion's intent and cannot be phrased in a way that would defeat the main motion. Two amendments may be on the floor at one time: the first amendment modifies the main motion, and the second amendment must relate to the first amendment. When an amendment is on the floor, only the amendment may be debated. The amendments are voted on in the reverse order in which they were made, as each amendment changes to some degree the intent of the main motion. As each amendment is voted on, an additional primary or secondary amendment may be introduced. Requires a second, debatable, majority vote.

3.3. **Incidental Motions**

Incidental motions are housekeeping motions which are in order at any time, taking precedence over main motions and subsidiary motions. These motions include:

- 3.3.1. **Point of order.** To bring to the EC's attention that the rules are being violated. You don't need to be recognized prior to making a point of order. This is not really a motion but requires the Chair to make a ruling as to whether or not immediate consideration is proper.
- 3.3.2. **Appeal the decision of the Chair.** The EC can overrule the Chair by majority vote on any decision. While the motion must be seconded, it cannot be amended. When this motion is moved and seconded, the Chair immediately states the question, "Shall the decision of the Chair stand as the judgment of the EC?" If there is a tie vote, the Chair's decision is upheld. The motion is not debatable when it applies to a matter of improper use of authority or when it is made while there is a pending motion to close debate. However, the motion can be debated at other times. Each person may speak once, and the Chair may also state the basis for the decision.
- 3.3.3. **Parliamentary inquiry.** Not a motion, but a question as to whether an action would be in order.
- 3.3.4. **Point of information.** A person may rise to offer information that is considered necessary for the group. This provision is not used to offer debate.
- 3.3.5. **Point of Inquiry.** To ask the Chair or a member of the body a question.

ADDENDUM B TO BYLAWS OF THE KENT COUNTY REPUBLICAN COMMITTEE GENERAL PARLIAMENTARY PROCEDURE



- 3.3.6. **Division of assembly.** To require a more precise method of counting votes than by a voice vote, such as having persons raise hands, or stand. No second, not debatable, and no vote required.
- 3.3.7. **Suspension of the rules.** When matters are to be taken out of order or a particular task can be better handled without formal rules in place, this motion can be approved by a two-thirds vote of the EC. Second required, not debatable, and not amendable.
- 3.3.8. **Object to consideration of a question.** When a motion is so outrageous and is intended to distract the EC from resolving legitimate business. The motion can be objected to and ruled out of order without debate. However, if the Chair does not rule the motion out of order, a majority vote of the EC can block further consideration.

3.4. **Renewal Motions**

Once the EC has taken action, renewal motions require the EC to further discuss or dispose of a motion. The motions include:

- 3.4.1. **Reconsider.** When the EC needs to discuss further a motion that has already been defeated at the same meeting. A majority of the EC must approve taking additional time to debate the motion again. The motion can be made only by a person who voted on the prevailing side earlier on the question. The motion may be brought up again at a subsequent meeting. If the Chair believes that there is no indication that the EC's wishes have changed, however, the motion can be ruled out of order, subject to an appeal from the decision of the Chair.
- 3.4.2. **Take from the table.** Unless the original motion to table directed that the motion be brought back at a specific date and time, a majority of the EC must pass a motion to take from the table. Such a motion is non-debatable.
- 3.4.3. **Rescind.** When the EC wishes to annul some action, a motion to rescind is in order at any time with two-thirds vote.

4. **Questions of Privilege:**

Finally, there are a few questions of privilege that are in order at any time and must be disposed of prior to resuming discussion on the matter at hand:

- 4.1. **Adjourn.** Used for the majority to bring the meeting to a halt. A Second is required, not debatable, and not amendable. Alternatively, instead of a motion, the Chair can ask if there is any further business. If there is no response, the Chair can say, "Since there is no further business, the meeting is adjourned."

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- 4.2. **Recess.** A temporary break in the meeting; should state a time at which the meeting will resume. Second required, not debatable, and not amendable. Majority vote. The Chair may call for recess as needed.

- 4.3. **Point of Privilege.** It is a matter put forth that concerns the physical welfare of the EC. It can be raised even when another person is speaking. No second, not debatable, and no vote required.

**ADDENDUM C TO BYLAWS OF THE
KENT COUNTY REPUBLICAN COMMITTEE
PERTAINING TO STANDARDS OF CONDUCT
AND CONFLICT OF INTEREST**



Addendum C – Standards of Conduct and Conflict of Interest

I have read the Bylaws and Addendums and my signature below signifies that I understand the provisions and agree to abide by them. I have read the provisions regarding Standards of Conduct and Conflicts of Interest and I agree to abide by the terms of the provisions. I acknowledge that my failure to sign this Addendum C will restrict my participation in EC meetings and Standing Committee meetings.

By: _____ (signed) Date: _____

Printed Name: _____

Executive Committee Member