

# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

### **1. NAME**

These are the bylaws of the Ottawa County Republican Party, Inc. (OCRCP, Inc.).

### **2. CONFIGURATION and MEMBERSHIP OF THE OCRCP, INC.**

#### **2.1 CONFIGURATION**

Per its Articles of Incorporation and Michigan State statutes MCL 168 and MCL 169, the OCRCP, Inc. is configured to be the incorporation of a political entity designated by the Michigan State Republican Party (MSRP) as the Ottawa County Republican Committee (OCRC).<sup>1</sup> Its governing body shall be the county Republican Executive Committee (EC) for Ottawa County, Michigan stipulated in MCL 168. The VOTING members of the EC are the DIRECTORS of the OCRCP, Inc.

#### **2.2 MEMBERSHIP**

Per its Articles of Incorporation, membership in the OCRCP, Inc. is extended to all individual persons residing in Ottawa County, Michigan expressing adherence to Republican Party principles; additional conditions for membership are at the sole discretion of the Executive Committee of the OCRCP, Inc., provided that such conditions are universally and uniformly applicable to the residents of Ottawa County, Michigan; an individual's membership in the OCRCP, Inc. may be confirmed, revoked, or restored solely by the Executive Committee in the manner set forth in these bylaws.

### **3. EXECUTIVE COMMITTEE (EC) OF THE OCRCP, INC.**

#### **3.1 PURPOSE**

The purpose of the EC is to perform those duties assigned to it by statute and the Articles of Incorporation, and to perform any other duties which are pertinent to the political and business affairs of the OCRCP, Inc. not prohibited to it by statute.

#### **3.2 FORMATION AND MEMBERSHIP**

The Articles of Incorporation and MCL 168 govern the formation and membership of the EC, and are elaborated and extended by these bylaws as they apply to the OCRCP, Inc.

##### **3.2.1 VOTING Membership Positions on the EC**

The number of VOTING membership positions on the EC is stipulated in MCL 168; this number is divided into an equal number of NOMINEE and APPOINTED membership positions.<sup>2</sup> A VOTING membership position is either occupied (i.e., filled) by an individual person, or vacant (i.e., not filled).

# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

### **3.2.1.1 NOMINEE membership positions**

These positions are stipulated in MCL 168: they shall be initially filled by individuals chosen in preceding Republican primary elections.

### **3.2.1.2 APPOINTED membership positions**

These positions are stipulated in MCL 168: they shall be initially filled by individuals chosen at the reconvening of county fall conventions in even numbered years.

### **3.2.2 HONORARY Membership Positions**

The EC may create HONORARY membership positions on the EC and may fill these positions with members of the OCRP, Inc. HONORARY membership positions, when vacant, may be dissolved by the EC. HONORARY membership positions shall have the same rights and responsibilities as VOTING membership positions except the right to vote on questions before the EC; The occupant of an HONORARY membership position shall not be counted in the determination of a quorum unless such member is filling a statutory office of the EC.<sup>3</sup>

### **3.2.3 Membership Position Occupants and Voting Rights**

An individual may fill only one membership position at the same time, and is its occupant and a member of the EC.

3.2.3.1 A VOTING member shall have one vote on all questions before the EC except as prohibited by statute or by these bylaws.

3.2.3.2 A VOTING member shall have his/her right to vote suspended, as set forth in these bylaws; said suspension shall cease when the conditions triggering the suspension no longer obtain, as determined by a vote of the EC.

3.2.3.3 Except as provided for in statute, a member of the EC shall firstly be a member of the OCRP, Inc.<sup>4</sup>

### **3.2.4 Membership Resignations**

Any member may resign from the EC at any time by giving written notice to the Secretary.

### **3.2.5 Membership Revocations**

Membership on the EC shall be revoked

3.2.5.1 For any member who is not also a member of the OCRP, Inc. and a resident of Ottawa County, except as provided for in statute.<sup>5</sup>

3.2.5.2 For any member who changes his/her affiliation to any other Political Party than the Republican Party, or affiliates with no Political Party, as determined by a vote of the EC.<sup>6</sup>

# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

3.2.5.3 For any member who, if holding a public office, is involuntarily removed from such office.

### **3.2.6 Membership Position Vacancies**

A membership resignation or revocation creates a vacancy on the EC. These and any other membership position vacancies<sup>7,8</sup> shall be filled

3.2.6.1 In the case of an APPOINTED membership position, by a vote of the remaining APPOINTED members of the EC only.<sup>9</sup>

3.2.6.2 In the case of a NOMINEE membership position, temporarily by a vote of the EC, until such time as the position is filled in a subsequent Republican primary election.

3.2.6.3 In the case of an HONORARY membership position, at the discretion of the EC.

### **3.2.7 Procedure for Filling Membership Position Vacancies**

The procedure for filling a vacant APPOINTED or NOMINEE membership position shall be the same as for filling a vacant statutory office of the EC.<sup>10</sup> The procedure for filling a vacant HONORARY membership position shall be at the discretion of the EC.

### **3.2.8 Member Dues**

Every member of the EC shall be a financial contributor of at least \$50/year to the OCRP, Inc. no later than 90 days after occupying a membership position. Failure by a VOTING member to do so shall result in the suspension of said member's right to vote, upon notification to the EC by the Treasurer at a REGULAR meeting. Failure by an HONORARY member to do so shall be considered a resignation from the EC.

### **3.2.9 Member Attendance**

Members shall endeavor to attend all meetings of the EC. Attendance shall be either in person (i.e., by responding in the affirmative at the roll call for a meeting) or by proxy. Failure by a VOTING member to attend 3 REGULAR meetings in a calendar year shall result in the suspension of said member's right to vote, upon notification to the EC by the Secretary at a REGULAR meeting. Failure by an HONORARY member to do so shall be considered a resignation from the EC. (See also 3.3.9.)

### **3.2.10 Member Contact Information**

Every member of the EC shall provide his/her personal contact information to the Membership subcommittee and keep it current (within 15 days of any changes). Failure by a VOTING member to do so shall result in the suspension of said member's right to vote on all matters before the EC, upon notification to the EC by the Vice-chair at a REGULAR meeting. Failure by an HONORARY member to do so

# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

shall be considered a resignation from the EC.

### **3.3 MEETINGS**

#### **3.3.1 Restrictions on Attendance and Participation**

All meetings of the EC shall be open only to its members and the members of the OCRP, Inc. and to any guests of a member of the EC. EC members may always participate in EC meetings; others attending may participate as determined by the Chair or by these bylaws, or the policies and procedures of the OCRP, Inc.

#### **3.3.2 Venue**

A physical venue for a meeting shall always be within Ottawa County. An online meeting (conducted using an Internet Meeting Service such as TEAMS, ZOOM, etc.) shall be an acceptable venue for a meeting.

#### **3.3.3 REGULAR Meetings**

The EC shall convene once per month at 7 PM on the third Thursday of a month using a venue selected by the Chair. This is the EC's regular meeting schedule. The Chair may change the date of a regularly scheduled meeting by up to ten calendar days. The Chair may advance the starting time by up to 2 hours. At any REGULAR meeting, the Chair may cancel the next REGULAR meeting, provided the total of canceled REGULAR meetings in a calendar year would not exceed 3 and the canceled meeting is not a FORMATION Meeting.<sup>11</sup> The date, time, and venue of the next REGULAR meeting shall always be announced by the Chair at the end of every REGULAR meeting.

#### **3.3.4 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 a written request of at least 1/3 of the VOTING members<sup>12</sup> to the Secretary. The call or request shall specify a date, time, venue, and a draft agenda for the meeting.

#### **3.3.5 FORMATION Meetings**

As stipulated in MCL 168.599 (3), the EC shall convene within 30 calendar days following the reconvening of the county fall convention in even numbered years. This shall be a REGULAR meeting of the EC. The draft agenda for this meeting shall include, in the following order, nominations for and the elections of a temporary chair and temporary secretary, nominations for and the elections of individuals to fill the statutory offices of the EC for the upcoming term (see 3.4.1 and 3.4.2), and a review of the bylaws and policies and procedures of the OCRP, Inc. The current Chair of the EC shall call to order and preside over this meeting until a temporary chair

# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

and temporary secretary have been elected, who shall then assume the rights and responsibilities of their statutory counterparts for this meeting. Proxies shall not be used (i.e., shall not be counted) at this meeting in matters pertaining to nominations and elections, and the meeting shall not be adjourned until the bylaws and policies and procedures have been reviewed.

### **3.3.6 Quorum**

At least 1/3 of the non-statutory-officer VOTING members plus at least 2 statutory officers attending in person constitute a quorum.<sup>13</sup> Proxies are not counted in the determination of a quorum. A roll call shall always be the first item of business on any agenda.

### **3.3.7 Notice and Agendas**

3.3.7.1 Notice for any EC meeting shall include the date, time, venue, and draft agenda for the meeting, and shall be distributed by the Secretary to all members of the EC.

3.3.7.2 No EC meeting shall be convened without a draft agenda.

3.3.7.3 Additional requirements pertaining to the notice and agenda for EC meetings may be stipulated in the Policies and Procedures of the OCRP, Inc.

### **3.3.8 Minutes**

The Secretary shall prepare draft minutes of every EC meeting. The EC shall amend as necessary and approve all EC meeting minutes. The Secretary shall make the approved minutes of all EC meetings available to the members of the OCRP, Inc. The EC shall adopt policies and procedures pertaining to the content of EC meeting minutes.

### **3.3.9 Proxies**

A member of the EC not planning to attend a meeting in person, may designate in writing to the Secretary and to the Chair another member of the EC as his/her proxy for that meeting. This shall be understood to satisfy the requirement for attendance (in 3.2.9).

3.3.9.1 No member attending in person shall serve as proxy for more than one member attending by proxy.

3.3.9.2 Except as stipulated in MCL 168.599 (3), no member may designate a proxy more than 3 times in one calendar year.

3.3.9.3 The designated proxy for a member attending a meeting by proxy may cast the vote of the member attending by proxy on all matters before the EC at said meeting after a quorum is recognized except as explicitly prohibited by

# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

these bylaws.<sup>14</sup>

### **3.3.10 Adjournment and Cancellations**

A REGULAR meeting convened without a quorum present shall be adjourned to a date, time, and venue as determined by the Chair, provided that such adjournment does not last more than 3 calendar days.<sup>15</sup> A SPECIAL meeting convened without a quorum present shall be considered to have been cancelled by the EC.

## **3.4 OFFICES**

### **3.4.1 Statutory Offices and Certain Mandated Business Offices**

Pursuant to MCL 168.599, the statutory offices of the EC are: Chair, Vice-chair, Treasurer, and Secretary. In addition, the EC shall create at least five business offices:<sup>16</sup> an Information Office, a Subscriptions Office, a Membership Office, a Legal Office, and an Office of Chaplain in the manner set forth in these bylaws.

3.4.1.1 The offices of the EC are the offices of the OCRP, Inc.

3.4.1.2 The individuals filling the offices of Chair, Vice-chair, Treasurer, and Secretary shall be respectively known as the Chair, the Vice-chair, the Treasurer, and the Secretary of the EC.

3.4.1.3 The individual filling the office of Chair shall also be known as the Chief Executive Officer (CEO) of the OCRP, Inc. and the County Chairperson for Ottawa County; the individual filling the office of Vice-chair shall also be known as the Chief Operating Officer (COO) of the OCRP, Inc.; the individual filling the office of Treasurer shall also be known as the Chief Financial Officer (CFO) of the OCRP, Inc.; and the individual filling the office of Secretary shall also be known as the Corporate Secretary of the OCRP, Inc. The individual filling the Information Office shall be known as the Chief Information Officer (CIO) of the OCRP, Inc.; the individual filling the Subscriptions Office shall be known as the Chief Subscriptions Officer (CSO) of the OCRP, Inc.; the individual filling the Membership Office shall be known as the Chief Membership Officer (CMO) of the OCRP, Inc.; the individual filling the Legal Office shall be known as the Chief Legal Counsel (CLC) of the OCRP, Inc.; and the individual filling the Office of Chaplain shall be known as the Chaplain of the OCRP, Inc.

### **3.4.2 Terms of Office for Statutory Offices**

The terms of office for statutory offices shall be from the beginning of the odd numbered year following a FORMATION meeting until the end of the following even numbered year.

# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

### **3.4.3 Business Offices**

The EC shall create the business offices specified in 3.4.1 and may create additional business offices.<sup>17</sup> When the EC creates a business office, it shall enumerate, as a portion of these bylaws or the policies and procedures of the OCRP, Inc., as appropriate, the rights and responsibilities of said office, provided such rights and responsibilities do not infringe upon or conflict with those of statutory offices.

### **3.4.4 Eligibility for Office**

Only members (VOTING or HONORARY) of the EC may fill (i.e., occupy) its offices.

### **3.4.5 Appointment to and Removal from business offices**

Members of the EC shall be appointed to fill business offices, with the consent of the EC, as follows, and shall remain in office, at the pleasure of the appointing statutory officer.

3.4.5.1 The Information Office shall be filled by a member appointed by the Secretary.

3.4.5.2 The Subscriptions Office shall be filled by a member appointed by the Treasurer.

3.4.5.3 The Membership Office shall be filled by a member appointed by the Vice-chair.

3.4.5.4 The Legal Office shall be filled by a member appointed by the Chair.

3.4.5.5 The Office of Chaplain shall be filled by a member appointed by the Chair.

### **3.4.6 Term Limits and Other Restrictions**

No member of the OCRP Inc. may occupy the same statutory office of the EC for more than three consecutive terms. No member of the EC may fill two offices at any one time.

### **3.4.7 Officer Resignation**

An officer may resign his/her office at any time by giving written notice to the Secretary, or if the Secretary, to the Chair.

### **3.4.8 Statutory Officer Removal**

A statutory officer may be removed from office by the EC at a REGULAR meeting only, provided that the proposed removal was an item of business at a preceding meeting at which the EC voted to place the removal of that officer on the draft agenda for said REGULAR meeting.<sup>18</sup>

# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

### **3.4.9 Office Vacancies**

A statutory office is vacant if the member holding that office is no longer qualified as a member of the EC, resigns, or is removed. A business office is vacant if the member holding that office is no longer qualified as a member of the EC, resigns, or is removed by the appointing statutory officer. A member shall be elected by the EC to fill the unexpired term of the vacated statutory office. A member shall be appointed to fill the vacated business office as set forth in 3.4.5. When an officer vacates an office, the officer shall present to the Secretary all records pertinent to that office, or if the Secretary, to another member of the Administration Subcommittee.

### **3.4.10 Procedure to Fill a Vacated Statutory Office**

An election to fill the unexpired term of a vacated statutory office shall be an item of business on the draft agenda of the REGULAR meeting immediately following the meeting at which candidates for the vacated office are nominated.<sup>19</sup> The meeting at which candidates are nominated shall be:

3.4.10.1 either the meeting at which the vacancy was recognized or created,

3.4.10.2 or the first meeting immediately following (i.e., it is made an item of business on the draft agenda for that subsequent meeting).<sup>20</sup>

## **3.5 RIGHTS AND RESPONSIBILITIES OF STATUTORY OFFICES**

The rights and responsibilities of the statutory offices itemized in these bylaws shall not be altered, reassigned, or delegated except as provided for in these bylaws.

### **3.5.1 Office of Chair**

The Office of Chair shall have the following rights and responsibilities:

3.5.1.1 To carry out all obligations imposed on the office by statute and these bylaws.

3.5.1.2 To preside over all EC meetings.

3.5.1.3 To resolve all questions of procedure at EC meetings unless overruled by a vote of the EC upon the appeal of an EC member. No member may appeal a procedural ruling of the Chair more than twice at any EC meeting unless an appeal by that member is upheld by the EC at the meeting.

3.5.1.4 In conjunction with the Treasurer, to authorize the disbursement of OCRP, Inc. funds for a single purpose not to exceed \$1,000. In no event shall the combination of such authorizations exceed \$5,000 between REGULAR meetings. This right and responsibility of the Chair shall be delegated to the



# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

chairs of the appropriate subcommittees upon the adoption of a two-year budget by the EC.

3.5.1.5 To be a signatory to any instrument other than individual checks or deposits financially obligating or benefiting the OCRP, Inc.

3.5.1.6 If the Office of Treasurer is vacant or the member serving as Treasurer is unable to perform<sup>21</sup>, to immediately designate a member of the Finance Subcommittee as interim Treasurer who shall have the rights and responsibilities of the Treasurer until the vacancy is filled or the member serving as Treasurer is again able to perform.

3.5.1.7 If the Office of Secretary is vacant or the member serving as Secretary is unable to perform, to immediately designate a member of the Administration Subcommittee as interim Secretary who shall have the rights and responsibilities of the Secretary until the vacancy is filled or the member serving as Secretary is again able to perform.

3.5.1.8 To put any question to the VOTING members of the EC outside of a meeting, in the manner prescribed in these bylaws, which is not related to an election or a proposed amendment of these bylaws.

3.5.1.9 To carry out any other responsibility imposed on the Office by the EC not inconsistent with statute or these bylaws or the policies and procedures of the OCRP, Inc.

### **3.5.2 Office of Vice-Chair**

The Office of Vice-chair shall have the following rights and responsibilities:

3.5.2.1 To carry out all obligations imposed on the office by statute and these bylaws.

3.5.2.2 To assume the rights and responsibilities of the Chair for an EC meeting at which the Chair is not present, or at the request of the Chair.

3.5.2.3 If both the Chair and the Vice-chair are unable to attend an EC meeting in person,<sup>22</sup> to designate in writing to the Secretary a non-officer member of the EC to assume the rights and responsibilities of the Vice-chair for that meeting.

3.5.2.4 If the Office of Chair is vacant, or the member serving as Chair is unable to perform, to assume the rights and responsibilities of the Chair until the vacancy is filled or the member serving as Chair is again able to perform.

3.5.2.5 To be a signatory to any instrument financially obligating or benefiting the OCRP, Inc. for a period exceeding six months or requiring the expenditure of more than \$30,000.

# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

3.5.2.6 To carry out any other responsibility assigned by the Chair not inconsistent with statute, these bylaws, or the policies and procedures of the OCRP, Inc.

### **3.5.3 Office of Treasurer**

The Office of Treasurer shall have the following rights and responsibilities:

3.5.3.1 To carry out all obligations imposed on the Office by statute and these bylaws.

3.5.3.2 To be the recipient of, and to hold and to care for, all receipts of the OCRP, Inc.

3.5.3.3 To be the primary signature authority on any banking account or financial instrument holding funds of the OCRP, Inc. All funds of the OCRP, Inc. in excess of \$500 shall be held in bank accounts or financial instruments.

3.5.3.4 To recommend to the EC appropriate depositories and financial instruments for holding OCRP, Inc. funds.

3.5.3.5 To be a signatory to any instrument financially obligating or benefiting the OCRP, Inc.

3.5.3.6 In conjunction with the Chair, to authorize the disbursement of OCRP, Inc. funds for a single purpose in any amount not to exceed \$1,000. In no event shall the combination of such authorizations exceed \$5,000 between REGULAR meetings.

3.5.3.7 To initiate periodic automatic payments from bank accounts or to make individual payments or withdrawals from bank accounts or to disburse funds-on-hand on behalf of the OCRP, Inc. in amounts not to exceed \$1,000. No payment, withdrawal, or disbursement shall be made until authorized in accordance with these bylaws; amounts greater than \$1,000 shall require prior approval by the EC.

3.5.3.8 To keep an accurate and detailed accounting of all financial authorizations, receipts, disbursements, and holdings of the OCRP, Inc. in accordance with current accounting standards, and to present an appropriate summary at all REGULAR meetings.

3.5.3.9 To recommend to the EC policies and procedures governing financial accounting for the OCRP, Inc. including the definition of its fiscal year and audits.

3.5.3.10 In conjunction with the Secretary, to notify members of the OCRP, Inc. required to pay dues of the amount owed and the due date.<sup>23</sup>

3.5.3.11 If the Treasurer is unable to attend a REGULAR meeting, the Treasurer shall designate in writing to the Secretary another member of the Finance subcommittee to assume the rights and responsibilities of the Treasurer for that meeting.<sup>24</sup>

# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

3.5.3.12 To carry out any other responsibility assigned by the Chair not inconsistent with statute, these bylaws, or the policies and procedures of the OCRP, Inc.

### **3.5.4 Office of Secretary**

The Office of Secretary shall have the following rights and responsibilities:

3.5.4.1 To carry out all obligations imposed on the Office by statute and these bylaws.

3.5.4.2 To take and record the roll call at all EC meetings, to announce the absence or presence of a quorum, and to announce the assignment of any valid proxies for the meeting.

3.5.4.3 To distribute to all members of the EC a copy of a meeting's draft minutes within 3 calendar days after the meeting.

3.5.4.4 To notify in writing all EC members and EC subcommittee members, as appropriate, of upcoming meetings (date, time, venue, draft agenda, draft minutes, as appropriate).

3.5.4.5 To provide to all officers when they take office and to all subcommittees when they are formed all pertinent records of the OCRP, Inc., or copies thereof, under their respective purviews.

3.5.4.6 To accept and log all written incoming communications to the OCRP, Inc. and to route them to the appropriate recipient(s).

3.5.4.7 If the Secretary is unable to attend an EC meeting, the Secretary shall designate in writing to the Chair another member of the Administration Subcommittee to assume the rights and responsibilities of the Secretary for that meeting.<sup>25</sup>

3.5.4.8 To carry out any other responsibility assigned by the Chair not inconsistent with statute, these bylaws, or the policies and procedures of the OCRP, Inc.

### **3.6 RIGHTS AND RESPONSIBILITIES OF CERTAIN BUSINESS OFFICES**

The rights and responsibilities of the business offices stipulated in these bylaws are enumerated in the Policies and Procedures of the OCRP, Inc.

### **3.7 SUBCOMMITTEES OF THE EC**

#### **3.7.1 Formation and Staffing of Subcommittees**

The EC shall form the following structural subcommittees at its first REGULAR meeting following a FORMATION Meeting: Steering, Finance, Campaign, Administration, Prayer, Information, Membership, and Subscriptions. The EC shall initially staff these structural subcommittees in accordance with 3.7.12. The EC may form and staff additional topical subcommittees at its discretion. Structural

## **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

### **BYLAWS**

subcommittees shall be disbanded only when the next FORMATION Meeting has been held; the duration of any topical subcommittees shall be specified when formed.

#### **3.7.2 Subcommittee charters, reports, and records**

The EC shall adopt a written charter not inconsistent with these bylaws for each subcommittee formed, and shall maintain such charters as a portion of the policies and procedures of the OCRP, Inc. Each subcommittee shall have a chair and shall preserve its records and present them to the Secretary when it is disbanded. The chair of each subcommittee shall submit to the Chair a written report of the subcommittee's activities at least once per month. Each subcommittee shall operate in a manner consistent with its charter and may adopt additional rules to do so.

#### **3.7.3 Subcommittee Meetings**

Subcommittee meetings shall be scheduled by its chair. Notice of a subcommittee meeting to its members shall be accompanied by a draft agenda; notice shall be at least 3 days before the scheduled meeting and delivered in writing by the Secretary of the EC.<sup>26</sup>

#### **3.7.4 Steering Subcommittee**

This subcommittee shall consist of the statutory officers of the EC, the CIO, the CSO, the CMO, and the CLC. These are the voting members of this subcommittee. The Chair shall be the chair of this subcommittee. The functions of this subcommittee are stipulated in its charter.<sup>27</sup>

#### **3.7.5 Finance Subcommittee**

This subcommittee shall consist of the Treasurer, the CSO, and at least one NOMINEE member and one APPOINTED member of the EC who are not officers, or members of any other structural subcommittee.<sup>28</sup> These are the voting members of this subcommittee. The Treasurer shall be the chair of this subcommittee. The functions of this subcommittee are stipulated in its charter.

#### **3.7.6 Campaign Subcommittee**

This subcommittee shall consist of the Vice-chair, and at least one NOMINEE member and one APPOINTED member of the EC who are not officers or members of any other structural subcommittee. These are the voting members of this subcommittee. The Vice-chair shall be the chair of this subcommittee. The functions of this subcommittee are stipulated in its charter.

#### **3.7.7 Administration Subcommittee**

This subcommittee shall consist of the Secretary, and at least one NOMINEE

# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

member and one APPOINTED member of the EC who are not officers, or members of any other structural subcommittee. These are the voting members of this subcommittee. The Secretary shall be the chair of this subcommittee. The functions of this subcommittee are stipulated in its charter.

### **3.7.8 Information Subcommittee**

This subcommittee shall consist of the CIO, and at least one NOMINEE member and one APPOINTED member of the EC who are not officers, or members of any other structural subcommittee. These are the voting members of this subcommittee. The CIO shall be the chair of this subcommittee. The functions of this subcommittee are stipulated in its charter.

### **3.7.9 Membership Subcommittee**

This subcommittee shall consist of the CMO, and at least one NOMINEE member and one APPOINTED member of the EC who are not officers, or members of any other structural subcommittee. These are the voting members of this subcommittee. The CMO shall be the chair of this subcommittee. The functions of this subcommittee are stipulated in its charter.

### **3.7.10 Prayer Subcommittee**

This subcommittee shall consist of the Chaplain, and at least one NOMINEE member and one APPOINTED member of the EC who are not officers, or members of any other structural subcommittee. These are the voting members of this subcommittee. The Chaplain shall be the chair of this subcommittee. The functions of this subcommittee are stipulated in its charter.

### **3.7.11 Subscriptions Subcommittee**

This subcommittee shall consist of the CSO, and at least one NOMINEE member and one APPOINTED member of the EC who are not officers, or members of any other structural subcommittee. These are the voting members of this subcommittee. The CSO shall be the chair of this subcommittee. The functions of this subcommittee are stipulated in its charter.

### **3.7.12 Procedure for the Initial Staffing of Structural Subcommittees**

The Chair shall prepare a list of initial staffing appointments to the structural subcommittees consistent with these bylaws and shall submit it to the EC for adjustment and adoption at the first REGULAR meeting following a FORMATION meeting.<sup>29</sup>

# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

### **3.7.13 Addition of non-voting members to Subcommittees**

Structural subcommittees, except the Steering Subcommittee and the Finance Subcommittee, and any topical subcommittees, may invite other members of the OCP, Inc., whether members of the EC or not, to join them, provided that they are vetted and approved by the Steering Subcommittee beforehand. Such additional members shall be allowed to participate in all subcommittee meetings and activities but shall not have a vote in the subcommittee's decisions.

### **3.7.14 Vacancies on subcommittees**

After initial staffing, vacancies on a structural subcommittee shall be filled as follows:

3.7.14.1 In the case of an EC member also filling a statutory office, by the election of a new statutory officer.

3.7.14.2 In the case of an EC member also filling a business office, by appointment to that office according to the procedures in 3.4.5.

3.7.14.3 In the case of an EC member other than an officer, upon the joint recommendation of the chair of the subcommittee and the Chair, with the consent of the EC, provided that there will be a least one NOMINEE member and one APPOINTED member on the subcommittee other than its chair.

3.7.14.4 In the case of a non-voting member, no action shall be taken; however new non-voting members may be invited to join the subcommittee as set forth in these bylaws.

## **3.8 VOTING**

3.8.1 The resolution of all questions<sup>30</sup> before the EC shall be decided in an EC meeting except the resolution of those questions:

3.8.1.1 explicitly allowed an alternate, optional procedure by these bylaws.

3.8.1.2 reserved for resolution by its statutory officers, as provided for in these bylaws.<sup>31</sup>

3.8.2 The Chair shall determine, as a matter of procedure,<sup>32</sup> the method of voting<sup>33</sup> on questions before the EC at a meeting. The Secretary shall record, and the Chair shall announce, the result of each vote; the question and the result shall be recorded in the minutes of the meeting.

3.8.3 In a meeting, the vote of a member present in person or of a member represented by proxy may be cast as ABSTAIN, in which case the vote shall be recorded but not used (i.e., not counted) in resolving the question. The vote of a member not cast is

# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

not counted (i.e., is not used) in resolving the question.

- 3.8.4 In any election, a plurality shall not be sufficient to resolve the question.
- 3.8.5 A majority (>50%) of the votes counted shall be necessary and sufficient to favorably resolve any non-election question in a meeting, except those questions explicitly given a higher threshold in these bylaws.<sup>34</sup>
- 3.8.6 In a meeting, any motion shall not be considered if it is not seconded; it shall fail upon consideration if it does not reach or exceed the required threshold.
- 3.8.7 In the event of a tie vote in an election between two candidates, the Chair shall reopen discussion of the candidates, and then shall cause the election to be repeated; in the event of second tie vote, the election shall be resolved with a coin toss by the Chair.
- 3.8.8 In the event of an inconclusive election involving three or more candidates (i.e., no candidate received a majority), the Chair shall announce, as a matter of procedure, a method based on the results of the inconclusive election to reduce the number of candidates by one and cause the election to be repeated.
- 3.8.9 Any question shall be immediately reconsidered, before any other action is taken, upon the appeal of any member who is present in person and voted to ABSTAIN on the question.
- 3.8.10 Voting outside of a meeting
  - The Chair may put a question to the VOTING members of the EC outside of a meeting, as allowed by these bylaws.<sup>35</sup>
  - 3.8.10.1 Such a question shall be a proposed motion<sup>36</sup> and shall require a majority of the VOTING members voting in favor for the motion to be adopted; otherwise, the motion fails.<sup>37</sup> The question may incorporate an explanation or discussion, clearly marked, all not to exceed 300 words.
  - 3.8.10.2 A policy and procedure of the OCRP, Inc. shall set forth the detailed rules for conducting a vote outside of a meeting.

## **4. PROCEDURAL AUTHORITY**

# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

### **4.1 SOURCES AND PRIORITY**

The rules and operation of the OCRP, Inc., the EC, and its subcommittees shall be governed by:

- 4.1.1 statute (for example, [MCL 168](#) and [MCL 169](#))
- 4.1.2 The Articles of Incorporation of the OCRP, Inc.
- 4.1.3 these bylaws
- 4.1.4 Policies & Procedures (firstly, Special Rules of Order) for the OCRP, Inc.
- 4.1.5 Robert's Rules of Order, newly revised (RRO).

4.2 If a conflict arises among these authorities, precedence shall be in the order given in 4.1.

### **4.3 DURATION OF THE BYLAWS**

Once adopted, and notwithstanding any prior rules, conventions, or customs previously used by the EC, these bylaws shall immediately enter into force, and shall remain in force, until the OCRP, Inc. is dissolved but may be amended by the EC as set forth in these bylaws. They shall be available to all members of the OCRP, Inc.

### **4.4 DURATION OF POLICIES AND PROCEDURES**

Special Rules of Order (SRO) and other policies and procedures of the OCRP, Inc. shall be adopted, rescinded, or replaced by the EC as set forth in these bylaws; they shall be available to all members of the OCRP, Inc. Once adopted, they shall remain in force until rescinded or replaced, or the OCRP, Inc. is dissolved.

### **4.5 DIRECTION FROM THE MICHIGAN STATE REPUBLICAN PARTY**

Unless inconsistent with the above, the EC shall comply with written direction from the Michigan State Republican Party (MSRP).

## **5. ADOPTING AND CHANGING BYLAWS AND POLICIES and PROCEDURES**

### **5.1 ADOPTING AND MAINTAINING THE BYLAWS**

Bylaws for the OCRP, Inc. shall be adopted at the first meeting of its DIRECTORS following the Incorporation of the OCRP, Inc. or as soon as practical thereafter. Until the bylaws are adopted, statutes, the Articles of Incorporation, and RRO, in that order, shall govern. Subsequent to their adoption, the Steering subcommittee of the EC shall organize and maintain the bylaws including their indexing, internal references, and annotations.

### **5.2 AMENDING THE BYLAWS**

These bylaws may be amended in whole or in part.



# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

5.2.1 A proposed amendment<sup>38</sup> to the bylaws shall be adopted by a vote of the EC at a REGULAR meeting, two-thirds of the VOTING members present in person consenting (i.e., no proxies) and shall take immediate effect, provided that consideration of the proposed amendment was an item of business on the draft agenda for said meeting and the following conditions are also met:

5.2.1.1 The proposed amendment was an item of business on the agenda of any previous meeting of the EC (REGULAR or SPECIAL), and the EC voted at that meeting to consider the proposed amendment at the subsequent REGULAR meeting. (A two-thirds vote concurring is not required, and proxies are counted.)

5.2.1.2 The proposed amendment clearly indicates the portions of the current bylaws to be replaced or deleted by the proposed amendment; and which portions of the proposed amendment are new. (REPLACE; DELETE; ADD)

### **5.3 ADOPTING POLICIES & PROCEDURES**

The EC may adopt or rescind policies and procedures for the OCRP, Inc. by a vote of its members at an EC meeting, or outside of an EC meeting at the discretion of the Chair.

5.3.1 Such policies and procedures shall take immediate effect, and shall remain in effect for the OCRP, Inc. until replaced or rescinded by the EC.

5.3.2 The Steering subcommittee of the EC shall organize and maintain the Policies and Procedures of the OCRP, Inc., including their indexing, internal references, annotations, and dates of adoption; and shall periodically review them for consistency with these bylaws and statutes, and shall recommend to the EC appropriate changes.

### **5.4 CHANGING POLICIES & PROCEDURES**

No policy and procedure of the OCRP, Inc. shall be amended; rather, it shall be rescinded and optionally replaced with one or more new policies and procedures, as provided for in these bylaws.

## **6. DISSOLUTION OF THE EC OR THE OCRP, INC.**

The EC cannot be dissolved except by statute. Dissolution of the OCRP, Inc. is addressed in its Articles of Incorporation and in these bylaws.

## **7. MISCELLANEOUS**

# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

### **7.1 OTTAWA COUNTY REPUBLICAN COMMITTEE**

Per MCL 169, the MSRP alone designates the sole entity which serves as the OCRC. The OCRC is currently registered with the Michigan Secretary of State as a political committee with ID #001576. Per MCL 168, the EC elects its statutorily mandated officers who also serve as the corresponding statutorily mandated officers of the OCRC.

7.2.1 Immediately following every FORMATION meeting of the EC, the Secretary shall advise the MSRP that the OCRP, Inc. should be recognized or designated as the OCRC; that the offices of the EC are also offices of the OCRP, Inc.; and that the individuals serving in the offices of the EC are the OCRC's officers.

7.2.2 In the event that the MSRP withholds recognition of, or does not designate, the OCRP, Inc. as the OCRC, or if it designates another entity as the OCRC, the EC shall immediately dissolve the OCRP, Inc. as provided for in the Articles of Incorporation of the OCRP, Inc. and shall notify the Michigan Secretary of State of the dissolution of the political committee ID #0001576 following the procedures in MCL 169.224 (7) and under the authority of the statutorily mandated officers of the OCRC.<sup>39</sup>

### **7.2 REPORTING THE NAMES OF STATUTORILY MANDATED OFFICERS**

The Secretary shall notify and keep current the MSRP, the Michigan Secretary of State, and the Clerk of Ottawa County the names of those individuals currently serving in the offices of the EC and the OCRC.

### **7.3 COUNTY CONVENTIONS**

The EC shall convene and conduct County Conventions in compliance with statutory mandates and MSRP instructions. The EC shall adopt policies and procedures for the OCRP, Inc. which elaborate and tailor these mandates and instructions for Ottawa County. In addition, the EC may convene and conduct additional County Conventions for the members of the OCRP, Inc.

### **7.4 BUDGETS**

The EC shall adopt a two-year budget for the OCRP, Inc. A budget shall not be considered an authorization to disburse funds. After a budget is adopted, subsequent authorizations, as provided for in these bylaws, shall be consistent with the budget. A budget may be amended by the EC.<sup>40</sup>

### **7.5 PRIMARY ELECTIONS**

The EC may adopt policies and procedures for the OCRP, Inc. to regulate the participation of the EC, its subcommittees, and its offices in primary elections, provided that such policies and procedures do not restrict the participation of individual members of the OCRP, Inc. in primary elections as candidates or as supporters of candidates.<sup>41</sup>

# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

### **7.6 VIOLATIONS AND REMEDIES**

Any action or decision by the EC, its subcommittees, its officers, or their delegates and agents inconsistent with statute, the Articles of Incorporation of the OCRP Inc., these bylaws, or the policies and procedures of the OCRP, Inc. shall be considered null and void; and shall be so noted in the minutes of the EC meeting in which or immediately after such action or decision is recognized. Remedial actions or decisions, if needed, shall be taken immediately, or shall be made an item of business on the draft agenda of an immediately subsequent SPECIAL meeting called by the Chair.

### **7.7 INCONSISTENCIES IN THE BYLAWS AND REMEDIES**

Recognized inconsistencies in these bylaws shall be brought to the attention of the EC and shall be resolved by a vote of the EC. Needed changes to these bylaws to codify the resolution of inconsistencies shall be assigned by the EC to its Steering subcommittee. Such changes shall be ratified by the EC before they are incorporated into the bylaws. Such corrections shall not be considered amendments to the bylaws.

### **7.8 REVOCATION AND REINSTATEMENT OF OCRP, INC. MEMBERSHIP**

On the written appeal of 1/3 of those serving as statutory Precinct Delegates in Ottawa County who are members of the OCRP, Inc.,<sup>42</sup> the EC shall review in a REGULAR meeting the membership of an individual claiming membership in the OCRP, Inc. and shall either confirm or revoke said membership, notify the individual, and note the review and decision in the meeting's minutes. Reinstatement shall be at the discretion of the EC, upon the recommendation of its Membership subcommittee. If the individual is a candidate for public office in a primary election, the Secretary shall notify the Ottawa County Clerk of the decision.<sup>43</sup>

### **7.9 REGISTERED AGENT OF THE OCRP, INC.**

If the statutory office of Registered Agent of the OCRP, Inc. is or becomes vacant, the Chair shall appoint, with the concurrence of the EC, a member of the OCRP, Inc. to serve as its Registered Agent who shall then notify the Michigan Secretary of State of the appointment.

### **7.10 CONCURRENT VACANCIES IN THE OFFICES OF CHAIR AND VICE-CHAIR**

If, by virtue of changes in the membership of the EC, or for any other reason, the offices of both Chair and Vice-chair are vacant at the same time, the provisions of 3.4.10 shall not apply and instead:

7.10.1 A SPECIAL online meeting shall be convened to commence at 7 PM within 3 calendar days following the concurrent vacancies for the sole purpose of nominating candidates for and then electing a qualified individual to fill the office of Chair. For this meeting, and notwithstanding the provisions of 3.3.6, a quorum shall be at least 1/2 of the VOTING members of the EC; Notwithstanding the provisions

# **OTTAWA COUNTY REPUBLICAN PARTY, INC.**

## **BYLAWS**

of 3.3.10, if a quorum is not present, the meeting shall be adjourned twenty-four hours. After a quorum is confirmed, and in lieu of adopting an agenda, the next order of business shall be to elect a temporary chair with the rights and responsibilities of the office of Chair for this meeting, who shall then preside over the nominations for and the election of an individual to fill the office of Chair. This meeting shall then be adjourned sine die (i.e., permanently). This meeting shall be called to order by the Secretary; if the Secretary is unavailable, then by the Treasurer; if the Treasurer is not in attendance, then by the longest serving NOMINATED member in attendance.

### **7.11 AMENDING THE ARTICLES OF INCORPORATION**

The Articles of Incorporation stipulate that the Articles of Incorporation shall not be amended except in response to an Order of the Court.

7.11.1 The DIRECTORS of the OCRP, Inc. may petition a Court to order an amendment to the Articles of Incorporation provided that the petition:

7.11.1.1 Contains the exact textual changes to the Articles of Incorporation desired.

7.11.1.2 Is approved by 2/3 of the DIRECTORS at two successive REGULAR meetings of the EC. (This is 2/3 of the DIRECTORS, not 2/3 of the DIRECTORS present, or present and voting. The DIRECTORS approving the petition at the two successive meetings need not be the same.)

**THIS IS THE END OF THE BYLAWS**

# OTTAWA COUNTY REPUBLICAN PARTY, INC.

## BYLAWS

### ENDNOTES

<sup>1</sup> For Information Only (FIO): The Statement of Organization (SoFO) for the [Ottawa County Republican Committee](#), ID #001576, is maintained on the Michigan Secretary of State website. This SoFO must be kept current. Michigan statutes imposes obligations on the EC and some of its statutory offices regarding the maintenance of the SoFO and other matters. [See MCL 169.211 \(6\)](#). Also see [section 7.1](#) of these bylaws.

<sup>2</sup> FIO: As of August 2022, there are 48 VOTING membership positions. Of these 48, 24 are NOMINEE membership positions statutorily linked to: 11 County Commissioner offices, 5 State Representative offices, 3 State Senator offices, the County Clerk/Register of Deeds office, the County Sheriff office, the County Treasurer office, the County Prosecutor office, and the County Water Commissioner office. Of the 48, 24 are APPOINTED membership positions filled at a statutorily mandated county convention. Statute requires that the number of occupied NOMINEE and APPOINTED membership positions be kept the same.

<sup>3</sup> FIO: There is a problem in MCL 168 regarding the straightforward meaning of a “county fall convention.” This problem can be resolved if the statute is interpreted to mean that the “county fall convention” is first convened before a November general election and later RECONVENED after that November general election. But this interpretation also constrains who is a “delegate” to the RECONVENED county fall convention.

<sup>4</sup> FIO: MCL 168 stipulates that a NOMINEE member position tied to a state representative or senatorial office for Ottawa County will be accorded membership on the EC regardless of county residence.

<sup>5</sup> FIO: Ibid. (Same as endnote iv.)

<sup>6</sup> FIO: This provision revokes membership on the EC, but not membership in the OCRP, Inc. Another provision in these bylaws, [section 7.8](#), addresses revocation of membership in the OCRP, Inc.

<sup>7</sup>FIO: A vacancy can also occur if the position cannot initially be filled in the statutorily specified manner. NOMINEE positions are normally filled following primary elections; APPOINTED positions are normally filled at county conventions by votes of Precinct Delegates. For example, if there was no Republican candidate for County Sheriff in a primary election, the associated NOMINEE position AND a corresponding APPOINTED position would be left vacant until addressed by the EC in accordance with this provision of the bylaws.

<sup>8</sup> FIO: These bylaws do not address the possibility of removal of an individual from a membership position. These bylaws do address resignations and revocations, which result in an automatic vacancy. By way of contrast, removal is addressed in the case of the offices (officer positions) of the EC. Since removal from a membership position is not addressed, it could still be addressed in a hypothetical policy and procedure of the OCRP, Inc., or left to RRO. Or these bylaws can be expanded to address removal from a membership position. Regardless, removal from a membership position would also create a vacancy on the EC. Removal from a NOMINEE membership position must still take into account the statutory stipulation governing the assignment of such a position to a specific person (the person nominated in a Republican primary election to run for a corresponding government office or position). Removal from an APPOINTED membership position does not face such a hurdle.

<sup>9</sup> FIO: This is mandated by statute and is a situation in which all VOTING members of the EC do not have a vote on a question.

<sup>10</sup> FIO: See the section on [Procedure to fill a vacated Statutory Office \(3.4.10\)](#): Potential candidates are nominated at a meeting, one of whom both meets the requirements for the vacated position and is elected at a subsequent meeting. In the case of a vacated APPOINTED membership position only the remaining APPOINTED members may vote to fill the vacancy.

# OTTAWA COUNTY REPUBLICAN PARTY, INC.

## BYLAWS

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<sup>11</sup> FIO: Since cancelation can only happen at a REGULAR meeting, REGULAR meetings will happen at least bi-monthly.

<sup>12</sup> FIO: VOTING members, not VOTING membership positions. A membership position can sometimes be vacant, thus reducing the number of VOTING members. As of August 2022, and assuming all positions are filled, at least 1/3 means at least 16 members.

<sup>13</sup> FIO: VOTING members, not VOTING membership positions. As of August 2022, and assuming all positions are filled, a quorum is either 15 or 16 non-statutory-officer VOTING members plus 2 statutory-officer members; if all four statutory officers are VOTING members, the minimum quorum is 15 + 2.

<sup>14</sup> FIO: This provision allows both HONORARY and VOTING members to designate proxies; the proxy for an HONORARY member can participate in the meeting on behalf of the absent member but has no vote to cast on behalf of the absent member.

<sup>15</sup> FIO: These bylaws do not stipulate how members not in attendance are notified of the new date, time, and venue for the resumption of the adjourned meeting.

<sup>16</sup> FIO: Business offices are given names here and are defined in subsequent sections.

<sup>17</sup> FIO: For example, an Office of Parliamentary Procedure and a Security Office; their holders could be known respectively as Parliamentarian and Sergeant-at-Arms.

<sup>18</sup> FIO: The Chair normally determines the agenda for a REGULAR meeting. However, these bylaws and certain policies and procedures may specify some or all of the (draft) agenda for a meeting; further, the EC may direct the Chair to include in a draft agenda an item of business. And the EC may vote to amend any draft agenda prior to its adoption. See the provided diagram for a graphical portrayal of the removal process and the subsequent filling of a vacancy.

<sup>19</sup> FIO: These bylaws are silent with respect to procedures governing nominations, except as regarding the timing of nominations. Reliance can be left to RRO, or policies and procedures can be adopted, or even these bylaws can be augmented to address how nominations should be made, by whom, how many, etc.

<sup>20</sup> FIO: Refer to the provided diagram. These bylaws, as drafted, preclude creating and filling a vacancy at the same meeting in order that all members, present or not present, have an opportunity to consider who should be chosen to fill a vacancy. These bylaws, as written, do not wholly preclude a removed officer from subsequently being nominated and even elected to fill the vacated office. This can be altered.

<sup>21</sup> FIO: These bylaws do not specify how to determine if an officer is able to perform. This can be, and should be, addressed in the policies and procedures of the OCRP, Inc.

<sup>22</sup> FIO: If these officers are not present in person, they may still designate proxies. This is independent of the delegation of the rights and responsibilities of an office.

<sup>23</sup> FIO: By these draft bylaws, only members of the EC are required to pay dues. However, the EC has the authority to alter that, in accordance with Section 2.

<sup>24</sup> FIO: This is separate and distinct from the designation of a proxy since the Treasurer may or may not be a VOTING member. However, the designations may be combined.

<sup>25</sup> FIO: This is separate and distinct from the designation of a proxy since the Secretary may or may not be a VOTING member. However, the designations may be combined.

# OTTAWA COUNTY REPUBLICAN PARTY, INC.

## BYLAWS

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- <sup>26</sup> FIO: This ensures that the Secretary is made aware of all subcommittee meetings. Keep in mind, though, that subcommittees will do much of their work more informally than the EC, and will do so outside of meetings, by phone, by social media and texting, etc.
- <sup>27</sup> FIO: In the context of a commercial business, the entire EC is the equivalent of the business's "Board." All major decisions for the business are made or approved by its Board. This subcommittee consists of the principal officers charged with managing the day-to-day affairs of the business. Explicit coordination among them is essential to the smooth operation of the business (the OCRP, Inc.). It is not a substitute for the EC.
- <sup>28</sup> FIO: This establishes the minimum number of members initially on the subcommittee. Per [3.7.12](#), the Chair and the EC determine the actual initial number. This applies, as well, to other subcommittees analogously staffed. If more than one non-officer NOMINEE member is appointed to this subcommittee, each of them may not be a member of any other subcommittee; the same applies to non-officer APPOINTED members. This approach is used to ensure that both NOMINEE and APPOINTED members are present on all subcommittees, and that the workload of the EC is distributed over as many different members as possible.
- <sup>29</sup> FIO: These initial appointments can include HONORARY members. Such HONORARY EC members will have a vote on subcommittee decisions.
- <sup>30</sup> FIO: Questions are either to adopt a motion, or to fill a position or office by election. Appointments to positions requiring the consent of the EC are accomplished by means of a motion.
- <sup>31</sup> FIO: For example, the choosing of the venue for a REGULAR meeting by the Chair, or the appointment of an interim Secretary by the Chair. In general, these bylaws reserve questions for resolution to officers which are of limited duration or scope.
- <sup>32</sup> FIO: All decisions by the Chair regarding procedure can be appealed. Reference the rights and responsibilities of the Chair.
- <sup>33</sup> FIO: For example, roll call; secret ballot; a show of hands in favor or opposed.
- <sup>34</sup> FIO: This provision is partially inconsistent with RRO but overrides RRO. RRO require supermajorities for certain questions such as amending an adopted agenda. These bylaws only specify supermajorities for limited cases such as amending these bylaws or dissolution of the OCRP, Inc. Such cases are associated with the existence and basic structure of the OCRP, Inc. Generally, a simple majority of votes cast is treated as decisive. A tie votes on a motion means the motion is not adopted. However, if one or more members abstained on a question receiving a tie vote, they may immediately request that the question be reconsidered.
- <sup>35</sup> FIO: See the provision in [3.5.1.8](#) (a portion of the rights and responsibilities of the Chair).
- <sup>36</sup> FIO: This is not a meeting. This motion does not require a second; it a right and responsibility of the Chair.
- <sup>37</sup> FIO: This is a requirement for a majority of the VOTING members voting in favor for the motion to pass, NOT a majority of the votes cast. There is no requirement for a quorum; this is not a meeting.
- <sup>38</sup> FIO: These bylaws in no way inhibit the consideration of multiple, even competing, proposed amendments at the same meetings. See the provided diagram for additional clarity regarding the process for adopting amendments.
- <sup>39</sup> FIO: Regardless of which entity the MSRP chooses to designate as the OCRC, its statutorily mandated officers are still the same individuals elected to fill the statutorily mandated offices of the EC. No instance of a potential County Committee has ever rejected designation from the MSRP, but the statutory officers of that entity can try to do that, possibly leaving the OCRP, Inc. as the designated entity. This is an example of the confusing situations introduced into party politics by Michigan

# OTTAWA COUNTY REPUBLICAN PARTY, INC.

## BYLAWS

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statutes. Regardless, the proposed response to a failure by the MSRP to designate the OCRP, Inc as the OCRC is draconian; alternatives should be considered, as suggested above. As another possibility, the OCRP, Inc. could first choose to challenge the MSRP's action in State court as an abuse of discretion before proceeding as currently stated. The court could direct that a plebiscite be held among the members of the OCRP, Inc. (aka the "Republicans of Ottawa County"), or among their duly elected precinct delegates, to determine their preferred affiliation with an entity that could be designated as the OCRC.

<sup>40</sup> FIO: If you want to explicitly permit authorizations for almost anything, whether it is in the budget or not, change "consistent with" to "not inconsistent with" in this provision.

<sup>41</sup> FIO: This provision allows the EC to adopt policies and procedures which restrict EC participation in primaries. For example, a policy might prohibit an officer from using the name of that office in communications supporting a candidate in a primary election. Or a policy might prohibit the use of OCRP, Inc. funds to support or oppose specific candidates in a primary election. These bylaws do not impose such restrictions themselves.

<sup>42</sup> There are plenty of alternatives for this threshold. Careful consideration should be given to the possible consequences of making the threshold higher or lower. For example, if the threshold is set too low, it will precipitate a large number of requests to the EC to expel members from the OCRP, Inc. for trivial or transient reasons supported by just a few members of the OCRP, Inc. Not only will this create a large workload for the EC, it will, most likely, trigger retaliatory requests for expulsion of those making earlier requests.

<sup>43</sup> FIO: The individual whose membership is challenged should be invited to attend the meeting at which his/her membership is reviewed. Since the EC cannot compel attendance, attendance cannot be a requirement. Since this may/will lead to litigation, the EC should exercise extreme care in following recognized "due process" in the review. See RRO.