

13th CONGRESSIONAL GOP

BY-LAWS

These Bylaws of the 13th Congressional GOP for the County of Wayne, State of Michigan define the role, responsibilities, and membership of the officers and members.

Defined Terms used herein.

- 1) **Good Cause**
 - a. Shall be interpreted as “A reason for taking an action or failing to take an action that is reasonable and justified when viewed in the context of surrounding circumstances,” as determined solely by the executive committee (by a simple majority vote) of the 13th Congressional GOP.
- 2) **Surviving Sections**
 - a. Shall be interpreted as sections of these bylaws that shall not be modified in any manner for any reason at any time including but not limited to the annual bylaws review meetings and as such, shall remain enforceable until the 13th Congressional GOP is reconfigured geographically by the proper legal authorities.
- 3) **Good Faith**
 - a. Shall be interpreted as “encompassing an honest belief, the absence of malice and the absence of a design to defraud or to seek an unconscionable advantage,” as determined solely by the executive committee (by a simple majority vote) of the 13th Congressional GOP.
- 4) **Material**
 - a. Important; more or less necessary; having influence or effect; going to the merits; having to do with matter, as distinguished from form, as determined solely by the executive committee (by a simple majority vote) of the 13th Congressional GOP.
- 5) **DeMinimis**
 - a. Shall be interpreted as being a Latin phrase that means of a trifling consequence and a matter that is so small that the person does not wish to even consider it, as determined solely by the executive committee (by a simple majority vote) of the 13th Congressional GOP.
- 6) **The Good of the 13th Congressional GOP**
 - a. Shall be interpreted as any act or omission that in Good Faith can be thought of as benefitting the 13th Congressional GOP in some manner or form, as determined solely by the executive committee (by a simple majority vote) of the 13th Congressional GOP.
- 7) **Quorum**
 - a. A quorum at any and all meetings shall be interpreted as a majority of the members or eligible attendees.

Article I – Name

1. The organization shall be known as the 13th Congressional GOP of the State of Michigan (hereinafter referred to as “the District or the 13th Congressional GOP”).

Article II – Purpose

1. The purpose of the 13th Congressional GOP shall be to:
 - a. Perform any and all duties assigned and delegated to it by law, and any other activities not prohibited by law and which are for the good of Wayne County.
 - b. Advance the general welfare of the Republican Party in a Good Faith manner and encourage citizen participation in public affairs and the political process throughout the 13th Congressional GOP, Wayne County and the State of Michigan.
 - c. Coordinate and conduct the business and affairs of the 13th Congressional GOP in a Good Faith manner.
 - d. Foster, promote and support, in a Good Faith manner, those committees, clubs, associations and organizations within the 13th Congressional GOP that support the general principles of the Republican Party and its candidates.

Article III – 13th Congressional GOP Executive Committee Membership

1. Membership in the Executive Committee shall consist of TWENTY-FIVE (25) persons and shall include the following:
 - a. TWENTY-FIVE (25) individuals duly elected at the 13th Congressional GOP Caucus at the bi-annual winter Michigan Republican State Convention as follows:

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- aa. Officers (Chair, Vice Chair, Secretary, Treasurer)
 - bb. State Committee Members, evenly divided between three (3) male and three (3) female members if possible.
 - cc. 15 At Large Members
25 Executive Members Total
- b. Of the SIX (6) individuals elected to the Michigan Republican State Committee, other than the District Chair no other person can hold any other position on the Executive Committee.
 - c. Additional District Officers may be elected if needed and if they were elected at the 13th Congressional GOP Caucus at the bi-annual winter Michigan Republican State Convention as an Executive Committee member.
 2. All members of the 13th Congressional GOP shall be a registered voter in the State of Michigan and a registered voter in the 13th District.
 3. The 13th Congressional GOP shall be proportionally elected at the biennial winter/spring Michigan Republican Party State Convention held in the odd numbered years for term of two (2) years or until their successors are elected and qualified.
 4. District members are expected to attend and participate in District meetings.
 - a. Any 13th Congressional GOP member who is absent from three (3) consecutive regular 13th Congressional GOP meetings shall be deemed to have resigned from the 13th Congressional GOP.
 5. Resignations or vacancies from the 13th Congressional GOP:
Resignations by members of the 13th Congressional GOP shall be made in writing to the Chairman and Secretary of the 13th Congressional GOP and shall be announced to the 13th Congressional GOP at the next regular meeting of the District. In addition to written resignations, a vacancy shall be created by death or removal of legal voter registration from the 13th Congressional. The 13th Congressional GOP shall have the authority and power to remove from the 13th Congressional GOP any member of the 13th Congressional GOP should any such member be found guilty of any felony in any Court of Record.
 6. Officers of the 13th Congressional GOP, Members of the State Committee or regular members of the 13th Congressional GOP may be removed from any 13th Congressional GOP office or sub-committee of the 13th Congressional GOP for good cause by a simple majority vote of the membership of the 13th Congressional GOP present at a regular meeting of the 13th Congressional GOP. A resolution to remove any member for good cause shall be proposed by no less than three (3) members of the committee in question and such resolution shall contain a written statement of the alleged Good Cause and/or failure to act in the Good Faith execution of any of the duties attributed to such members office, dereliction of duty or malfeasance of office of member proposed for removal.
 7. If any officer vacancy occurs within the 13th Congressional GOP, such vacancy shall be filled by the 13th Congressional GOP, by election of the remaining members of the 13th Congressional GOP at the next regular meeting of the District, provided a minimum of ten (10) days' notice of intent to fill vacancy has been provided to the 13th Congressional GOP. Filling of any vacancy shall be for the remainder of the term of office vacated. If the office to be filled is that of Chairman of the 13th Congressional GOP, a meeting of the 13th Congressional GOP shall be called by the Secretary within twenty (20) days of written notice of the vacancy. The interim chair for the meeting to replace the Chair shall be the 1st Vice Chair. If a vacancy occurs for a State Committee or Executive Committee member, such vacancy must be filled by an election of/from the general membership. Until such vacancy is filled the Chair may make a temporary appointment to fill the vacancy.
 8. The duties of the Executive Committee shall be to establish general policy for, and conduct those duties delegated by the Chairman and/or as prescribed by the 13th Congressional GOP.
 9. Meetings of the Executive Committee shall be at the discretion of the Chairman or when a quorum of executive committee members decide and as frequently as necessary to accomplish its duties as set forth herein.
 10. A quorum shall be present for any meeting to proceed.

Article IV – 13th Congressional GOP Meetings

1. Regular meetings of the 13th Congressional GOP shall be held at regular intervals, at a time and place to be determined by the Chair provided that no less than four (4) regular meetings of the 13th Congressional GOP shall be held in any calendar year.
2. Notice of regular 13th Congressional GOP meetings shall be forwarded by the Secretary or the Chairman to each

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member of the 13th Congressional GOP not less than seven (7) days prior to each meeting. The notice shall contain the time, date, location and tentative agenda of the meeting.

3. A quorum for all meetings of the 13th Congressional GOP shall be present and necessary for the meeting to proceed.
4. 13th Congressional GOP Members shall be permitted to vote by proxy or be represented by proxy for purposes of establishing a quorum.
5. Special meetings of the 13th Congressional GOP may be called when requested, in writing, by the Chairman or five (5) members of the 13th Congressional GOP.
 - a. A five (5) day notice shall be given for special meetings unless such notice is prevented by an emergency.
 - b. Special meetings may be conducted by teleconference as determined by the Chairman.
 - c. Notwithstanding anything contained herein to the contrary, the subject matter or issues agreed at any special meeting shall not become fully affirmed, fully passed or fully enforceable until brought before a quorum of the 13th Congressional GOP membership for a vote. Special meeting findings shall only be permitted to move forward on a probationary basis, completely subject to the result of the membership vote and decision which must occur at the earliest next regular scheduled meeting. If this does not occur then the probationary finding of the special meeting shall immediately be interpreted as fully null and void.
6. The primary method of notification of a meeting of the 13th Congressional GOP shall be by e-mail, unless any member requests an alternative method.

Article V – 13th Congressional GOP Officers

1. The 13th Congressional GOP officers shall consist of a Chairman, 1st Vice Chair, 2nd Vice Chair, Secretary and Treasurer as well as any other officer position that the executive committee decides (by simple majority vote) to create and fill with a candidate to be elected by the membership of the 13th Congressional GOP. The duties of each current office are set forth in Exhibit A.
2. **Term Limits**- Any and all persons elected to any 13th Congressional GOP office shall be limited to TWO (2) terms of TWO (2) years each. If any officer serves the 13th Congressional GOP in any officer for such time and then is termed out of office they may run for any other office immediately thereafter. Further any termed-out officer shall not be eligible to run again for any office that they were termed out of until they have been out of the termed-out office in question for a minimum of TWO (2) years.
3. At the end of any officers' term that officer shall turn over to their successor and/or to the 13th Congressional GOP Secretary any and all materials developed and that is relevant to the 13th Congressional GOP going forward.
4. The Chair, Treasurer and any other officer deemed necessary by the Chair shall be authorized signers on the 13th Congressional GOP bank account(s).
5. The DeMinimis spending of any officer on the behalf of the 13th Congressional GOP shall be strictly limited to \$250.00 annually.
6. The Chair shall perform and execute all duties required and necessary of the Chair and in the Chair's capacity as District and/or County Chair inside the geographic constraints of the 13th Congressional GOP District.

Article VI – Critical Guidelines

1. All Material matters that in any manner affect or effect the 13th Congressional GOP and are known to any member shall be brought before the membership at a regular scheduled meeting for possible, vote if a vote becomes necessary such matter must be affirmed by a simple majority.
2. All Financial matters of the 13th Congressional GOP shall be considered to be Material matters.
3. The creation of any committee shall be considered a Material matter.
4. When the Chair of the 13th Congressional GOP attends or participates in any committee or meeting thereof however the 13th Congressional GOP Chair shall do so in their capacity as a member of the 13th Congressional GOP and not as Chair of the 13th Congressional GOP and therefore has no more authority than any other regular member.
5. Any person with a criminal record of any felony conviction may be elected as a precinct delegate by the general public by voters at a lawfully scheduled election, however no person with a felony conviction may be appointed as a precinct delegate or serve in any officer's position. A member with a felony conviction, who was elected, may however serve on a regular 13th Congressional GOP committee (but not the executive committee) within the 13th Congressional GOP.
6. In all matters each one member shall have only one vote on any matter in question notwithstanding that any one

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member may hold multiple positions in the 13th Congressional GOP.

7. All acts and omissions of any members must be in done in Good Faith.
8. If for any reason any officer or executive committee member of the 13th Congressional GOP is alleged to have failed to act in Good Faith in the execution of their 13th Congressional GOP officer duties they shall be brought before the 13th Congressional GOP Executive Committee for full review of the matter and possible suspension of the officer by a simple majority vote of the executive committee. If so suspended, the executive committee shall bring the matter before the 13th Congressional GOP membership at the next regular scheduled meeting for review. The membership there present shall vote to remove or not to remove the officer in question from office. The vote to remove requires a 2/3's majority of the membership quorum.
9. Neither the Chair nor any other officer can enter into contracts on behalf of the 13th Congressional GOP that extend beyond their respective term of office unless approved by the Executive Committee.

Article VII – Amendments

1. These by-laws may be amended by a two-thirds (2/3) majority vote of the Members of the 13th Congressional GOP present and voting, provided that notice of any proposed amendment shall have been furnished with the meeting notice to each Member of the 13th Congressional GOP with a FOURTEEN (14) DAY prior period notice to attend the scheduled meeting.

Article VIII By-Laws Review

1. These by-laws shall be reviewed on an annual basis or as required, possibly redrafted, modified or otherwise changed to suit the needs of the 13th Congressional GOP as conditions in the 13th Congressional GOP change and move forward. If at any annual review session any modifications of the by-laws are found in Good Faith to be necessary and good for the 13th Congressional GOP then such redrafted by-laws shall be brought to the general 13th Congressional GOP membership for an affirming simple majority vote.

Article IX – Adoption

1. These by-laws shall be adopted when approved by two-thirds (2/3) vote of the 13th Congressional GOP members present and voting at a regular meeting where the quorum requirement has been met. A copy of the proposed by-laws shall be provided to each member of the 13th Congressional GOP with the regular meeting notice prior to adoption.

Article X - Parliamentary Authority

1. Robert's Rules of Order, most recent edition, shall govern the conduct of all meetings of the 13th Congressional GOP and its standing committees, except as provided in these by-laws or by law.
2. Notwithstanding anything contained herein to the contrary, if for any reason any member of a meeting arising under these by-laws and acting in Good Faith believes or has reason to believe that the use of Roberts Rules of Order is not in the interest of the 13th Congressional GOP, then such member may bring a motion to suspend the application of Robert's Rules of Order for such meeting and if receiving a second and if affirmed by a simple majority vote then the application of Roberts Rules of Order shall be suspended for the meeting in question.

Article XI-Indemnification

1. **The 13th Congressional GOP intends to secure and put in place an errors and omissions insurance policy for all 13th Congressional GOP officers individually and collectively that will apply if the errors or omissions in question do not arise from the intentional or willful bad acts of the officer or officers but rather through the good faith efforts of the officer or officers. Such Indemnification policy shall not take effect until the 13th Congressional GOP is in a financial position to actually pay for and maintain such policy in an ongoing manner.**

The 13th Congressional GOP shall, subject to the paragraph above and to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the 13th Congressional GOP against all expenses and liabilities, including, without limitation, counsel fees,

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judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the 13th Congressional GOP; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the 13th Congressional GOP and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article XII- Surviving Articles

1. Notwithstanding anything contained herein to the contrary, **Article VI – Critical Guidelines, Article X - Parliamentary Authority and Article XII- Surviving Articles** shall survive and remain unaltered in any manner by any annual review or otherwise with the sole exception of a proper authorized geographical reorganization of the 13th Congressional District.

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EXHIBIT A

Job Descriptions of Officers of officers of the State of Michigan (13th Congressional GOP)

Chairman

- To practice high standards of governance, focus on strategic matters, guide the direction of the organization and oversee the District business
- To set the meeting agendas in consultation with the Secretary
- To lead the meetings in a fair manner, ensuring that everyone is heard
- To represent the organization to the public or to designate representation to do so
- To maintain the conventions of the meeting
- To create committees and appoint committee chairs with the approval of the Executive Committee-
- To work with the Treasurer and/or a finance committee to set the budget
- To work with the Vice Chairs to establish and monitor special projects
- To work in conjunction with the 13th Congressional GOP State Committee Members
- To represent the 13th Congressional GOP in Michigan Republican meetings of District Chairs, County Chairs and Republican Party officials
- To develop and foster relationships with elected and appointed officials who have jurisdiction within the 13th Congressional District
- To establish and cultivate relationships with donors to financially support the District
- To send call to convention for Wayne 13th County Conventions; preside over Wayne 13th County conventions
- To determine and submit delegate allotment to Wayne County Clerk by April 1 of odd numbered years
- To recommend appointees to the Wayne County Board of Canvassers
- Other duties as necessary

Vice Chair(s)

- To take on special projects as needed by the Chairman and the Organization
- To serve in the role of the Chair when the chair is unavailable or unable to do so and to chair meetings in order of precedence -1st Vice Chair, then 2nd Vice Chair and to serve in a capacity as needed at the request of the Chair for committees.-
- 1st Vice Chair assists Chairman in administrative tasks as needed, maintains in cooperation with the Secretary the bylaws and lists of delegates for the 13th Congressional GOP, provides them to the Chair and officers as needed and other duties as necessary
- 2nd Vice Chair runs the Outreach Committee, organizes, and assists in mission and outreach efforts as needed by the Chair and organization and other duties as necessary

Secretary

- Prepares agenda in consultation with the Chair for upcoming meetings
- Sends out notices in advance of the meetings with information about its time, date, location, a draft of minutes from previous meeting and tentative agenda
- Takes attendance and records absences

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- Ensures a quorum is present before business is conducted
- At meetings, reads minutes for approval and makes corrections as necessary
- Takes notes at all meetings and creates meeting minutes
- Maintains records of by-laws, special rules of order, standing rules, minutes, membership rolls and committee reports
- Makes minutes available for inspection by the members, provides committees with any necessary documents for their work in a timely manner
- Conducts District's official correspondence as needed and as directed by the Chair or 13th Congressional GOP members
- Other duties as necessary

Treasurer

- Prepares reports on the financial status of the organization for the understanding of the Members, provides them to the 13th Congressional GOP and to the Secretary to send in advance of meetings.
- Is the Banker for the District, maintains the books in good order and files all reports and tax documents as required by law
- Maintains and records receipts and disbursements, paying approved bills in a timely manner
- Shares membership information with officers as needed in a timely manner
- Maintains records of dues paying members
- Other duties as necessary

State Committee Members

- Serve as 13th Congressional GOP members
- Attend State Committee meetings and serve actively on State sub-committees
- Represent the best interests of the 13th Congressional GOP at the State Level

13th Congressional GOP Members

- Serve on the 13th Congressional GOP to represent their area constituents and interests
- Attend and participate in meetings
- Participate actively in at least one Standing or Special Committee