

**OAKLAND COUNTY REPUBLICAN PARTY
BYLAWS**

Article 1 - Name and Purpose

Section 1.1: Name

These Bylaws pertain to the OAKLAND COUNTY REPUBLICAN PARTY (hereinafter referred to as the “OCRCP”).

Section 1.2: Purpose

The purpose and object of the OCRP shall be

- a. Perform all duties provided by law and such other duties not prohibited by law as will benefit the general welfare of the Republicans of Oakland County
- b. Conduct the political affairs and business of the OCRP.
- c. Work in close cooperation with other Republican state, district, county and Republican club organizations, and adopt bylaws by which OCRP shall be governed

Article 2 - Members

Section 2.1: Paid Members in Good Standing and Members

Members in Good Standing must have the dues paid no later than the close of business on June 30th (or the next business day after June 30th, if said calendar date falls on a weekend) of each calendar year and shall remain a member in good standing until the close of the membership window of the following year i.e. June 30th (or the next business day after June 30th if said calendar date falls on a weekend). Precinct delegates to be eligible for nomination and election to the OCRP Executive Committee must be a Paid Member in Good Standing. (See Article 3 Section 3.5.4 of these bylaws) Oakland County registered voters must be a Paid Member in Good Standing to be nominated or serve as an officer of the OCRP Executive Board.

Section 2.2: Members shall include all persons who have paid \$35.00 or more to the OCRP in the preceding 10 years.

Article 3 - The Executive Committee

Section 3.1: Overview

There shall be an Executive Committee of the OCRP, which shall be established as provided by law and in accordance with Article 3, Sections 3.3 and 3.4 of these bylaws. The Executive Committee shall elect the Chair (Vice-Chair to be appointed by the newly elected chair with the approval of the Executive Committee), Secretary, Treasurer, and Youth-Vice Chair of the Executive and County Committees, and shall fill any vacancies occurring in these offices. No proxy voting shall be allowed for the selection of officers to the Executive and County Committee.

Section 3.2: Duties

The duties of the Executive Committee shall be to establish general policy for, and to perform such additional duties as may be required by law.

Section 3.3: Executive Committee Members

The Executive Committee shall consist of Delegate-Elected Members, Nominee Members, and Ex-Officio Members.

Section 3.4: Election of Delegate-Elected Members

The Delegate-Elected Members of the Executive Committee shall be elected from the Precinct Delegates elected at the most recent August primary election or were on the ballot and received a minimum of 30 votes in the most recent August Primary Election who are paid members in good standing with OCRP. The election is held at the Fall County Convention (The second fall convention if held in presidential election year). Nine (9) Delegate-Elected members are elected At-large and the remaining Delegate-Elected slots are apportioned among the State House Districts which are in whole or part located in Oakland County and in a direct ratio to the most recent votes for the Republican candidate for Oakland County Executive in each of the districts, as shall be determined each even year by the OCRP Chair. To be elected for other than an At-large Executive Committee position, the individual must reside in and be a registered voter in the State House District they wish to represent.

Section 3.5: The Members of the Executive Committee shall be determined as follows:

3.5.1: Delegate-Elected Members.

The number of Delegate-Elected Members is equal to the sum of the following nominees from the most recent August primary election for the listed offices in subparagraphs a through d, below, plus the number of office holders elected at the most recent election for subparagraph e, below:

- a. The total number of Republican nominees for Republican Oakland Countywide office (Normally 6)
- b. The number of Republican nominees for the Oakland County Board of Commissioners (Normally 21)
- c. The number of Republican nominees for State House representing Oakland County in whole or part (Normally 14)
- d. The number of Republican nominees for State Senate representing Oakland County in whole or part (Normally 5)
- e. The number of Republican nominees for the United States House of Representatives representing Oakland County in whole or part (Normally 4)
- f. The number of Republican statewide office holders who reside in Oakland County
Republican Statewide Office holders defined as
 - i. The governor, if the Governor is a Republican
 - ii. The lieutenant governor, if the Lieutenant Governor is a Republican
 - iii. The secretary of state, if the Secretary of State is a Republican
 - iv. The attorney general, if the Attorney General is a Republican
 - v. A United States senator, if the United States Senator is a Republican
 - vi. A Member of the State Board of Education, if the Member of the State Board of Education is a Republican
 - vii. A Member of the University of Michigan Board of Regents, if the Member of the University of Michigan Board of Regents is a Republican
 - viii. A Member of the Michigan State University Board of Trustees, if the Member of the Michigan State University Board of Trustees is a Republican
 - ix. A Member of the Wayne State University Board of Governors, if the Member of the Wayne State University Board of Governors is a Republican

3.5.2: Nominee Members

The Nominee Members are the individuals who reside in Oakland County and were most recently nominated by the Republican Party from the most recent August primary election for the following offices:

- a. Oakland Countywide office (Normally 6)
- b. Oakland County Board of Commissioners (Normally 21)
- c. State House representing Oakland County in whole or part (Normally 14). Only Oakland County registered voters have voting rights.
- d. State Senate representing Oakland County in whole or part (Normally 5). Only Oakland County registered voters have voting rights.
- e. Statewide office holders who resides in Oakland County

3.5.3: Ex-Officio Members

The Ex-Officio members of the Executive Committee shall be persons who reside in Oakland County and who hold the following positions:

- a. Members of the Republican State Committee
- b. State Party Officers
- c. Former OCRP Chair(s) who have served within the last ten (10) years
- d. Republican Congressmen and Congressional District Chairs
- e. Current presidents of the OCRP 400 Club, Oakland County Young Republicans, and any Federated (RWF) Republican Women's Club located within Oakland County and the OCRP Lincoln Republican Club
- f. Chairs of the various committees appointed by the OCRP Chair
- g. The individual appointed as OCRP General Counsel
- h. OCRP Finance Chair
- i. The immediate past office holders of the positions of OCRP Vice-Chair, OCRP Secretary and OCRP Treasurer

Ex-Officio members shall have a voice, but not a vote except as otherwise provided in these Bylaws.

Section 3.5.4: Eligibility to Serve as Delegate-Elected Member

Eligibility for the Delegate-Elected Members to be nominated for the OCRP Executive Committee includes:

- a. Precinct Delegates most recently elected or were on the ballot and received a minimum of 30 votes in the most recent August Primary Election
- b. Participation in one of the following organizations for Membership in Good Standing status.
 - i. OCRP Member in Good Standing (\$35 Effective October 1, 2013 or date of approval if approved after October 1, 2013)
 - ii. OCRP Century Club (\$100)
 - iii. OCRP 400 Club (\$400)
 - iv. OCRP Republican Leadership Club (\$1000)
 - v. OCRP Finance Committee (\$5000 or above)

The above mentioned memberships shall be payable no later than the close of business on June 30th (or the next business day after June 30th, if said calendar date falls on a weekend) of each

calendar year to be considered a member in good standing and eligible for nomination and election to the OCRP Executive Committee.

- c. Be a registered voter in and resident of the District they wish to represent

Section 3.6: Vacancies

If a vacancy occurs in the position of a Nominee member of the Executive Committee, the vacancy may only be filled by the person who is the new nominee for the office in question. For all other vacancies, the Executive Committee shall fill the vacancy from members who are eligible for the seat vacated. A new legislative district member shall be a registered voter who resides in the same legislative district as the member being replaced.

Article 4 - County Committee

Section 4.1: General

There shall be a County Committee which shall consist of the following persons who must be registered voters and residents of Oakland County: all Precinct Delegates elected and serving, elected County Executive Committee officers, members of the Executive Committee and Congressional District Committee officers.

Section 4.2: Voting

Each individual shall have one (1) vote.

Section 4.3: Duties

The duties of the County Committee shall be to approve the Bylaws and Bylaw amendments, and to perform all duties provided by law.

Article 5 – Meetings of the County Committee

Section 5.1: Meetings

Meetings of the County Committee shall be held as required by law and at a time and place within Oakland County, to be determined by the County Chair.

Section 5.2: Quorum

A quorum for all meetings of the County Committee shall be seventy-five (75) members of the Committee or one-fourth (1/4) of the membership, whichever is smaller. No County Committee vote may be cast by proxy.

Section 5.3: Posting of Meeting Location and Agenda

The time, location and agenda of any meeting of the County Committee shall be posted on the OCRP website on a date that is not later than when official notices are issued to the County Committee members.

Article 6 - Meetings of the Executive Committee

Section 6.1: Scheduling Meetings

Regular meetings of the Executive Committee shall be held as frequently as necessary to carry out its duties, at times and places within Oakland County to be determined by the County Chair. The Executive Committee shall meet at least four (4) times each calendar year.

Section 6.2: Quorum

A quorum for all meetings of the Executive Committee shall be one-third (1/3) of the voting membership of the Committee represented by person or by proxy.

Section 6.3: Voting

Any member of the Executive Committee may designate, in writing, a person to represent them at any meeting of the Executive Committee, except that no person shall hold more than one (1) vote, nor shall any person hold a proxy unless that person is a registered voter of and resides in Oakland County. A signed hard copy (fax or email scan allowed) of the proxy designating the holder must be presented to the OCRP Secretary, OCRP Chair or the Chair's designee before a credential for voting will be issued. A proxy may not vote for bylaws, bylaw changes or Executive Committee members. A proxy may not be assigned to, or used by, paid full or part time personnel on the OCRP staff. A proxy may not be assigned to another current member of the Executive Committee with the exception of Ex-Officio members.

Section 6.4: Special Meetings

Special meetings of the Executive Committee may be called by the County Chair when he or she shall deem it advisable, and shall be called when requested, in writing, by thirty (30) members of the Executive Committee, or eighty (80) members of the County Committee.

Section 6.5: Failure to Attend Meetings

Any Delegate-Elected member who shall be deemed absent at three (3) meetings of the Executive Committee in a calendar year shall be considered to have resigned from the Committee and his or her position on the Committee shall be filled as provided in Section 3.6. A Delegate-Elected member may use a proxy for any meeting; however, only two (2) proxies will be counted as attendance in a calendar year.

Article 7 – Officers

Section 7.1: Officers - General

The officers of the Executive Committee and the County Committee shall be a Chair, a Vice-Chair, a Youth Vice-Chair, who shall be between the ages of 18 and 25, a Secretary, a Treasurer, a Deputy Treasurer, and such other officers as may be appointed by the Chair with the approval of the Executive Committee. The officers of the County Committee and the Executive Committee shall be the same persons.

Section 7.2: Election and Appointment

The Chair, Secretary, Treasurer and Youth Vice-Chair shall be elected by the Executive Committee within thirty (30) days following the Fall County Convention held in even numbered years. After his /her election the Chair shall appoint the Vice-Chair (vice chair must be of opposite gender of the Chair) with the approval of the Executive Committee. The Deputy Treasurer shall also be appointed by the Chair with the approval of the Executive Committee. The term of office shall be for two (2) years commencing January 1 of the odd numbered years. In accordance with the rules of the State Republican Party, the Chair and Vice-Chair shall be of the opposite gender. The officers need not be members of the Executive Board to be eligible for

nomination and election to the officer positions but must be registered voters residing in Oakland County and Members in Good Standing of OCRP.

Section 7.3: Vacancies

If an officer shall resign or become ineligible to hold office, there shall be a vacancy in that office. If a vacancy occurs in the office of Chair, the powers and duties of the Chair shall be assumed immediately and automatically by the Vice-Chair until a new Chair is elected. In the event a vacancy occurs in the office of the Treasurer, the powers and duties of the Treasurer shall be assumed immediately and automatically by the Deputy Treasurer until a new Treasurer is elected. All vacancies in offices shall be filled by elections by the Executive Committee for the remainder of the term. Such elections shall be held not less than fifteen (15) and no more than forty-five (45) days after the vacancy occurs.

Article 8 - Duties of Officers

Section 8.1: County Chair

The duties of the Chair shall be those provided by law, and also such other duties not prohibited by law as may be required by action of the County Committee or the Executive Committee, including but not limited to the following:

The Chair shall preside at all meetings of the County Committee and the Executive Committee, and shall be an Ex-Officio member of all other OCRP Committees.

The Chair shall be responsible for directing the administration of the headquarters and staff; shall be responsible for managing the day-to-day affairs of the OCRP; shall coordinate the activities of the Republican County Committee and all other OCRP Committees; shall submit a proposed annual budget for review and approval or modification by the Budget Review Committee prior to the February meeting of the Executive Committee; and may hire full or part time personnel to fill positions approved by the Executive Committee. The chair may decide to pay stipends of less than \$400 per intern per month without Executive Committee approval in advance. The Chair shall not authorize expenditures that will result in the OCRP being in debt in excess of \$5,000.00 at the end of the Chair's term of office, without the affirmative approval of more than three-fourths (3/4s) of the Budget Committee, made after explicit reference to this Bylaw and disclosure of the estimated debt to remain at the end of the Chair's term of office.

The Chair shall submit periodic reports to the Executive Committee and County Committee as may be required by majority action of the Committees; keep the Committees informed of Republican Party programs and activities; and may assign to other officers and committees such duties as deemed necessary.

Section 8.2: Vice-Chair

The Vice-Chair shall preside at meetings of the County Committee and the Executive Committee in the absence of, or at the request of, the Chair and shall perform such other duties as directed by the Chair and/or the majority action of the Executive Committee or County Committee. In the event the Chair is unable to act, the powers and duties of the Chair shall be assumed by the Vice-Chair until such inability is removed or until the Chair shall again take up the duties of the office.

Section 8.3: Youth Vice-Chair

The Youth Vice-Chair shall be responsible for organizing Teenage Republican Club chapters and college Republican Clubs and for carrying out such other duties as shall be assigned by the Chair.

Section 8.4: Secretary

The Secretary shall perform all the duties normally incident to the office of Secretary and in particular shall keep a permanent record of the minutes and attendance at all meetings of the Executive Committee and County Committees; shall make these records available for inspection and copying with a ten day written notice by any member of the Committees; shall furnish with a five day written notice (at least 10 day after said meeting) the minutes of the most recent meeting to any member of the Committees who requests the same; and shall see that all notices are duly given as required by law and by these bylaws.

Section 8.5: Treasurer

The Treasurer shall have the care and custody of all monies paid to the County Committee and shall deposit the same in the name of the OCRP in a bank approved by the Executive Committee, and shall pay all duly authorized bills. The Treasurer shall serve as Chair of the Budget Review Committee, and shall be responsible for the proper and timely filing of all financial reports by law.

The Treasurer shall keep, or cause to be kept, an accurate account, in permanent records, of all receipts and disbursements of funds of OCRP, using proper and orderly methods of keeping records; and shall render summary statements of the revenues, expenditures, outstanding obligations and cash balance of the OCRP to the Executive Committee and County Committee at each regular meeting.

The Treasurer shall provide an annual statement and report as of December 31st of each year setting forth the financial condition of the OCRP and summarizing its income and expenditures. The Treasurer shall forward the reports to the OCRP officers by January 31, of the year following and shall present a summary of the report to the Executive Committee and County Committee at their next regular meetings. The Treasurer shall turn over to his or her successor all funds, accounts, passwords, and other property pertaining to the affairs of Treasurer upon leaving office.

Section 8.6: Deputy Treasurer

The Deputy Treasurer shall assume the powers and duties of the Treasurer, as defined in Section 5 of this Article, during the absence or inability of the Treasurer.

Section 8.7: Removal of Officers.

8.7.1: Removal by the Executive Committee

Any officer may be removed as an officer and member of this Executive Committee by the same Committee upon the affirmative vote of 2/3 of the entire Executive Committee or more voting members of the Executive Committee, voting in person and excluding all proxies; provided, that in order to bring the question before the Executive Committee as to the removal of an officer, a petition requesting that such a vote be taken, bearing the signatures of at least fifty percent (50%)

of the entire Executive Committee, shall be filed with the Chair (or, if the Chair is the officer in question, then such petition shall be filed with the Secretary) and further provided that the proposed language is included in the Notice of the meeting.

8.7.2: Procedures for Removal.

Written notice must be sent to the member being removed 10 days in advance of the meeting. The member must be given the opportunity to respond to the reason for removal

8.7.3: Selection of Successor.

In the event of the removal of an officer, a successor shall be selected at the next meeting of the Executive Committee pursuant to Article 7 Section 7.3, which meeting shall be in part called for that purpose. Upon removal, an officer shall not be eligible to become a member of the Executive Committee for the remainder of the term of office for which such officer was removed.

Article 9 - Special Committees

Section 9.1: Budget Review Committee

There shall be a Budget Review Committee, which shall consist of the Treasurer, who shall serve as the Chair, the Deputy Treasurer, the County Chair, the Finance Chair, and seven (7) persons to be appointed by the County Chair with the approval of the Executive Committee.

The Budget Review Committee shall review and approve, or modify by majority vote, the proposed annual budget, which shall be submitted by the County Chair. The Budget Review Committee shall submit the reviewed and recommended budget summary by the March meeting of the Executive Committee for review and approval. As defined, this committee should require a dedicated secretary to record all motions, votes, and changes to the proposed budget and to compile a final version of the budget.

The Budget Review Committee shall meet at least quarterly and shall regularly report to the Executive Committee the current status of the financial policies and programs of the OCRP. The Budget Review Committee may recommend such changes and alterations in the budget as are necessary when actual revenues and revised revenue projections are not adequate to support budgeted expenditures. Recommendations of the Budget Review Committee with reference to the budget shall be presented to the Executive Committee for approval at the next Executive Committee meeting.

Section 9.2: Judicial Candidate Review Committee

The Chair shall appoint seven members of the Judicial Candidate Review Committee (“JCRC”). The Chair of the JCRC shall be an attorney and at least two (2) members shall not be attorneys. Every effort shall be made to have one resident from each and any Congressional District that occupies any portion of Oakland County appointed to the JCRC. The JCRC shall be charged with evaluating and making recommendations to the OCRP Executive Committee and the OCRP Officers on all judicial candidates on support or endorsements.

Section 9.3: Issues Committee

The OCRP Chair will appoint nine members to an Issues Committee. The Issues Committee will review all resolutions that are submitted to the OCRP Chair as described in Article 10 Sec 1 that are to be brought forth to the Executive Committee or County Committee. The Issues Committee will meet in person or by conference call at least 7 days prior to any Executive or County Committee meeting to review and recommend taking action on all submitted resolutions

Section 9.4: Other Committees

The Chair may appoint such other committees as deemed necessary.

Article 10 – Resolutions

Section 10.1: Introduction

All resolutions, with the exception of resolutions honoring an individual for special service to the Party or community, shall be submitted to the County Chair at least ten (10) days prior to the mailing of notice (as hereinafter defined). All resolutions submitted will be referred to the Issues Committee. Resolutions shall be submitted with an evaluation and be submitted to the County Chair at least five (5) days prior to the mailing of the meeting notice (as hereinafter defined) at which they are proposed to be introduced.

Section 10.2: Notice

The Chair shall cause a copy of each proposed resolution to be mailed (as hereinafter defined) to each member of the Executive Committee or County Committee with the notice of the meeting of the Committee.

Section 10.3: Endorsements

Any candidate who wins a Republican primary shall be endorsed by OCRP unless the endorsement is withheld as allowed under OCRP bylaws. Any candidate nominated at a Republican State or National Convention shall likewise be endorsed by OCRP unless the endorsement is withheld as allowed under the OCRP bylaws

Section 10.4: Exceptions

In the exceptional circumstance where an endorsement will significantly benefit the Republican Party in Oakland County, the Executive Committee may endorse, support or disavow an individual candidate in a contested Republican or non-partisan special election, Republican or non-partisan primary election, a non-partisan general election, or in a judicial election provided that a motion to endorse or disavow a particular candidate be adopted by two-thirds (2/3) of the Executive Committee present and voting, and provided further that notice of consideration of the motion is given as provided in Article 11 Section 11.3, with the consent of the candidate whose endorsement is proposed.

Section 10.5: Use of Resources

The resources (unless provided on a fairly equal basis) of the OCRP shall not be used to endorse or support individual candidates in primaries except as provided in Section 10.4. The use of such resources shall not interfere with the operation of Headquarters or with the functioning of OCRP.

Section 10.6: Endorsements in Primaries

It is the policy of the County Committee and the Executive Committee that the officers of the Committee in their official capacity shall not endorse partisan candidates in a contested primary election, or a judicial election (not including Supreme Court) except where the candidate has received Executive Committee endorsement.

Article 11 - Procedure

Section 11.1: Parliamentary Procedure for Meetings

Robert's Rules of Order, Latest Newly Revised, shall govern the Executive Committee and County Committee and in all cases where said rules are not in conflict with the Bylaws of these Committees.

Section 11.2: Content of Meeting Notice

An agenda and preliminary notice of the subject matter to be considered at meetings of the Executive Committee or County Committee shall be sent via mail (as hereinafter defined) by the Secretary to each member of that committee with the notice and the time and place of the meeting not less than ten (10) days prior to each meeting. Five (5) days notice shall be given for special meetings unless such notice is prevented by an emergency, as determined by the OCRP Chair.

Section 11.3: Definition of "Mail"

For purposes of these Bylaws, the term "mail" shall be defined as mail by the U.S. Postal Service, electronic mail, facsimile transmission, private mail delivery service or personal delivery. Any notices or notification pursuant to these Bylaws may be sent by any reasonable means, including, but not limited to, by the U.S. Postal Service, electronic mail, facsimile transmission, private mail delivery service or personal delivery. Any individual entitled to notice pursuant to these Bylaws may request notice by the U.S. Postal Service if submitted in writing to the OCRP Secretary.

Article 12 - Filling Republican Elected Position Vacancies

The Executive Committee shall nominate candidates as provided by law to fill vacancies that occur in countywide offices, township offices, city offices, or any other office (including state legislative or congressional offices), provided the electoral district of which is entirely within the boundaries of the county.

Article 13 - Amendment of Bylaws

These Bylaws may be amended by a majority of the Executive Committee and County Committee membership present and voting, except that Article III may only be amended by two-thirds (2/3) vote of the Executive Committee and County Committee membership present and voting, provided that notice of any proposed amendment shall have been sent with the meeting notice to each member of the Committee. No amendment shall take effect until it has been adopted by both the Executive and the County Committee.

Article 14 - Adoption

These Bylaws shall be adopted when approved by a majority of the Executive Committee and the County Committee present and voting at the meeting when they are presented.

These Bylaws shall govern the conduct of the OCRP, the Executive Committee, the County Committee, Executive Committee Officers, and committees, upon adoption by the Executive Committee, and until the County Committee shall adopt these Bylaws with or without amendment.

When adopted, these Bylaws shall remain in force and effect until amended in accordance with Article 13.

Bylaws amended on