

Exhibit 31



Minutes of the KGOP EC meeting March 13, 2023. Submitted by Secretary

A regular meeting of the Executive Committee of the Republican Party of Kalamazoo County was held on March 13, 2023 at the Kalamazoo GOP office, 1911 W. Centre Ave. Portage, MI 49002.

Attendance Present: Brian Kincaid, Carrie Prendergast, Dan Koshelnyk, David Stevens, Dennis Kehoe, Dr. Lloyd Peterson, Jamie Swafford, Janet Quiring, Jason Mikkellborg, Kathleen Olmsted, Kim Harris, Nicole Wagner, Robert Bregenzer, Roger McMillan, Tony Lorentz, Veronica Pero, William Bennett, Charley Coss, Corey Spencer, Jeff Heppler, Joanne Weber, Kelly Sackett, Matt DePerno, Nicole Sabel, Dr. Tamara Mitchell, Terry Haines, Wendy Mazer, Ronald Austin.

Excused: Emily Crawford, Gary Hahn, John Gisler, Mary Balkema, Matt Hall, Pete Strazdas, Sarah Lightner, Thomas Albert, Tom Graham.

The meeting was called to order at 06:44 pm. Carrie Prendergast gave the Invocation. Karen Williams gave The Pledge of Allegiance. Kelly Sackett appointed Cory Spencer as the Parliamentarian

Dr. Tamara Mitchell made a motion to proceed to remove William Bennett, Kim Harris & Veronica Pero, Per Rule 7E. Dr. Tamara Mitchell called the question. David Stevens launched into a discussion. Corey Spencer said vote to cancel discussion needs 2/3rd's vote. Dr Lloyd Peterson requests a standing vote. 15 votes in favor of ending discussion. 9 votes opposed to ending discussion. Discussion ensues.

Dave Stevens moved to discussion of removal of EC. Lloyd wants an explanation of what we are voting on –Chair read 7E of the KGOP By-Laws in to the record.

Kelly Sackett: “All those in favor of ending this discussion, please stand”= 22

Kelly Sackett: “All those not in favor of ending discussion please stand”= 4. Motion passes.

Kelly moved to vote to remove the first Executive Committee Member one at a time by the Elected EC Members

The standing votes were identical for all 3 votes; Kim Harris, William Bennett & Veronica Pero. Each had 11 votes for removal, Each had 6 votes against removal. Each vote the chair was asked to make a 2/3rds vote & the answer was “Yes” each time. All 3 removal motions passed.

Consent Agenda: Charley Coss made a motion to approve the agenda as written, Tony Lorentz seconded. The Consent Agenda is approved unanimously.

Elected Officials Report

Ben McLeod gave a Bill Huizenga update. Discussion of SVG & ESG & Parents bill of rights act.

Jeff Heppler = County Commissioner 1 of 3 republicans out of 9 Commissioners. Trying to deal with treasurer that can't count. Climate Change Grant & County ID program.

Old Business: Standing Committee Reports

Dennis Kehoe gave an update on Michigan Fair Election Coalition. Zoom calls to improve election integrity. Focus on the QVF. Kalamazoo County has about 13 thousand suspect households/apartments.

Janet Quiring asked for help to work elections in Comstock because she is unable. See Janet if you can help out.

Tony Dugal gave update on Communications, Face Book & email blasts

Charley Coss gave update on KGOP.org website hits etc...

Kelly Sackett thanked Events Committee & everyone for helping & participating in the St. Patrick's day parade March 11th– we had a good turnout & thanked Tony for all his pictures.

Dan Koshelnyk wants to do one of those tik tok dance videos for the KGOP.

Dr. Tamara Mitchell gave an update on the Outreach Committee and PR & badges available. Nicole Wagner mentioned about adopting a highway...good idea to be considered...

Dr. Lloyd Peterson made a motion that all EC members receive an Ambassador Badge, Nicole Sabel 2nd'd. Motion passes unanimously.

Corey Spencer gave an update on the veterans committee. "Wednesday is Hamburger night."

New Business

Dr. Lloyd Peterson proposed three amendments to be reviewed, regarding rule 7E.

Roger McMillan gave an update on the Planning Committee. Chair, "Send Roger your suggestions on by-law changes."

Office Hours Wednesday 11-2 & Fridays 11-2 but Friday should be corrected from 11-1.

Brian Kincaid talked about 2 upcoming parades.

Dennis – gave a suggestion to have the minutes sent out within 48 hours.

Nicole Sabel made a motion to adjourn the meeting at 8:00pm. Janet Quiring seconded. Motion passes unanimously.

Next Executive Meeting is scheduled for May 8, 2023 at 6:30pm.

Exhibit 32



March 14, 2023

Kimberly Harris
5790 Bay Meadow Trail
Portage, MI 49024-1750

RE: Notice of "Vote to consider removal of an Elected Member from the Executive Committee"

Dear Kimberly Harris,

On Wednesday, March 13th, the Executive Committee of the Kalamazoo County Republican Committee (KGOP) Elected Members voted and approved under KGOP bylaws – Section 7 Paragraph E, "A motion to consider the removal of an Elected Member from the Executive Committee," with the necessary two thirds (2/3) as required.

(KGOP Bylaws – Section 7 Paragraph E)

E. A motion to consider the removal of an Elected Member from the Executive Committee requires a two-thirds vote of the Elected Members present at a regular meeting of the committee. If the motion to consider removing an Elected Member is approved, a letter must be sent to the delegate informing him of the action taken, and the right to appear at the next regular meeting of the organization to appeal the action taken. Final approval to remove an Elected Member requires a two-thirds vote of the members present at the meeting held subsequent to the one where the motion to consider removing an Elected Member was approved.

As stated in the bylaws, you have the right to appear at the next regular meeting of the organization to appeal the action taken. Currently, the next scheduled meeting of the Executive Committee is April 10, 2023 @ 18:30 EDT.

Sincerely,

Kelly Sackett
Chairwoman



PORTAGE
1151 W MILHAM AVE
PORTAGE, MI 49024-9998
(800)275-8777

03/14/2023 04:32 PM

Product	Qty	Unit Price	Price
First-Class Mail® Letter	1		\$0.63
Galesburg, MI 49053			
Weight: 0 lb 0.30 oz			
Estimated Delivery Date Thu 03/16/2023			
Cert of Mailing			\$1.85
Total			\$2.48
First-Class Mail® Letter	1		\$0.63
Portage, MI 49024			
Weight: 0 lb 0.30 oz			
Estimated Delivery Date Thu 03/16/2023			
Cert of Mailing			\$1.85
Total			\$2.48
First-Class Mail® Letter	1		\$0.63
Richland, MI 49083			
Weight: 0 lb 0.30 oz			
Estimated Delivery Date Thu 03/16/2023			
Cert of Mailing			\$1.85
Total			\$2.48
First-Class Mail® Letter	1		\$0.63
Kalamazoo, MI 49004			
Weight: 0 lb 0.50 oz			
Estimated Delivery Date Thu 03/16/2023			
Cert of Mailing			\$1.85
Total			\$2.48
Grand Total			\$9.92
Cash			\$20.00
Change			-\$10.08

In a hurry? Self-service kiosks offer quick and easy check-out. Any Retail Associate can show you how.

Preview your Mail
Track your Packages
Sign up for FREE @

<https://informedelivery.usps.com>

All sales final on stamps and postage.
Refunds for guaranteed services only.
Thank you for your business.

Tell us about your experience.
Go to: <https://postalexperience.com/Pos>
or scan this code with your mobile device.



U.S. POSTAGE PAID FROM LETTER PORTAGE, MI 49024 MAR 14 23 AMOUNT \$1.85 R2304N118539-8 RDC 99 UNITED STATES POSTAL SERVICE

Certificate of Mailing

This Certificate of Mailing provides evidence that mail has been presented to USPS® for mailing. This form may be used for domestic and international mail.

From: \$1.85
911 W. Centre Ave Ste A
Portage MI 49024
MAR 14 23
To: Kimberly Harris
5790 Bay Meadow Trail
Portage MI 49024-1750
USPS

PS Form 3817, April 2007 PSN 7530-02-000-9065

U.S. POSTAGE PAID FROM LETTER PORTAGE, MI 49024 MAR 14 23 AMOUNT \$1.85 R2304N118539-8 RDC 99 UNITED STATES POSTAL SERVICE

Certificate of Mailing

This Certificate of Mailing provides evidence that mail has been presented to USPS® for mailing. This form may be used for domestic and international mail.

From: \$1.85
911 W. Centre Ave Ste A
Portage MI 49024
MAR 14 20
To: William Bennett
4624 Autumn Way St
Galesburg MI 49030-4711
USPS

PS Form 3817, April 2007 PSN 7530-02-000-9065



PORTAGE
1151 W MILHAM AVE
PORTAGE, MI 49024-9998
(800)275-8777

03/14/2023 04:32 PM

Product	Qty	Unit Price	Price
First-Class Mail® Letter	1		\$0.63
Galesburg, MI 49053			
Weight: 0 lb 0.30 oz			
Estimated Delivery Date Thu 03/16/2023			
Cert of Mailing			\$1.85
Total			\$2.48
First-Class Mail® Letter	1		\$0.63
Portage, MI 49024			
Weight: 0 lb 0.30 oz			
Estimated Delivery Date Thu 03/16/2023			
Cert of Mailing			\$1.85
Total			\$2.48
First-Class Mail® Letter	1		\$0.63
Richland, MI 49083			
Weight: 0 lb 0.30 oz			
Estimated Delivery Date Thu 03/16/2023			
Cert of Mailing			\$1.85
Total			\$2.48
First-Class Mail® Letter	1		\$0.63
Kalamazoo, MI 49004			
Weight: 0 lb 0.50 oz			
Estimated Delivery Date Thu 03/16/2023			
Cert of Mailing			\$1.85
Total			\$2.48
Grand Total			\$9.92
Cash			\$20.00
Change			-\$10.08

In a hurry? Self-service kiosks offer quick and easy check-out. Any Retail Associate can show you how.

Preview your Mail
Track your Packages
Sign up for FREE

<https://informedelivery.usps.com>

All sales final on stamps and postage.
Refunds for guaranteed services only.
Thank you for your business.

Tell us about your experience.
Go to: <https://postalexperience.com/Pos>
or scan this code with your mobile device.



R2304N118539-8
\$1.85
AMOUNT
MAR 14 23
49024
PORTAGE, MI
FROM LETTER PAID
U.S. POSTAGE

RDC 99



UNITED STATES POSTAL SERVICE®

Certificate of Mailing
This Certificate of Mailing provides evidence that mail has been presented to USPS® for mailing. This form may be used for domestic and international mail.

From: *DLGOP*
1911 W. Centre Ave
Portage MI 49024

To: *Veronica Pero*
10917 N 43
Richland MI 49083-9

MAR 1
US

PS Form 3817, April 2007 PSN 7530-02-000-9065

R2304N118539-8
\$1.85
AMOUNT
MAR 14 23
49004
PORTAGE, MI
FROM LETTER PAID
U.S. POSTAGE

RDC 99



UNITED STATES POSTAL SERVICE®

Certificate of Mailing
This Certificate of Mailing provides evidence that mail has been presented to USPS® for mailing. This form may be used for domestic and international mail.

From: *DLGOP*
1911 W. Centre Ave
Portage MI 49024

To: *Sabrina Pritchett - Hubbs*
4405 Pepper Bush Lane
Kalamazoo MI 49004

MAR 14
US

PS Form 3817, April 2007 PSN 7530-02-000-9065

Exhibit 33

Kim H

Precinct Captain

Delegates please know those that are getting kicked off the EC had a zoom Wednesday night with MIGOP council, Malinda Pero, and a couple of other people. MIGOP does not have the power to hold our Chair accountable. They will talk with Kelly and whomever with the same options they shared with us. Obviously I can't say anymore than this 🇺🇸

12:08 PM



Exhibit 34

FILED

APR 10 2023

9TH JUDICIAL CIRCUIT
COUNTY OF KALAMAZOO
KALAMAZOO, MICHIGAN

STATE OF MICHIGAN

IN THE CIRCUIT COURT FOR THE COUNTY OF KALAMAZOO

SABRINA PRITCHETT-EVANS and
KIMBERLY HARRIS

Plaintiffs

Case No. 2023-0169-CZ

v.

HON. CURTIS J. BELL

REPUBLICAN PARTY OF KALAMAZOO
COUNTY, STATE OF MICHIGAN (KGOP);
KALAMAZOO GRAND OLD PARTY
EXECUTIVE COMMITTEE (KGOPEC); and
KELLY SACKETT

Defendants.

James A. Thomas (P80931)
JAMES A. THOMAS LAW OFFICES
Attorney for Plaintiffs
1925 Breton Rd., Suite 250
Grand Rapids, MI 49506
(616) 747-1188

Matthew S. DePerno (P52622)
DEPERNO LAW OFFICE, PLLC
Attorney for Plaintiff
951 W. Milham Avenue, PO Box 1595
Portage, MI 49081
(269) 321-5064

**ORDER DENYING PLAINTIFFS' EX PARTE EMERGENCY MOTION FOR
INJUNCTIVE RELIEF, DECLARATORY RELIEF OR IN THE ALTERNATIVE
MOTION FOR AN ORDER TO SHOW CAUSE/MOTION AND REQUEST FOR
MANDAMUS**

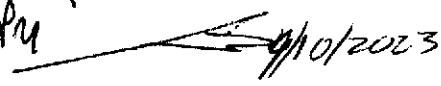
At a session of said Court held in the Circuit Court for the
County of Kalamazoo, State of Michigan, on the 10th day
of April, 2023

PRESENT: HONORABLE CURTIS J. BELL
Circuit Court Judge

This matter having come before the Court on Plaintiffs' Ex Parte Emergency Motion for
Injunctive Relief, Declaratory Relief or in the Alternative Motion for an Order to Show
Cause/Motion and Request for Mandamus; and Defendants having filed a respond; and the Court

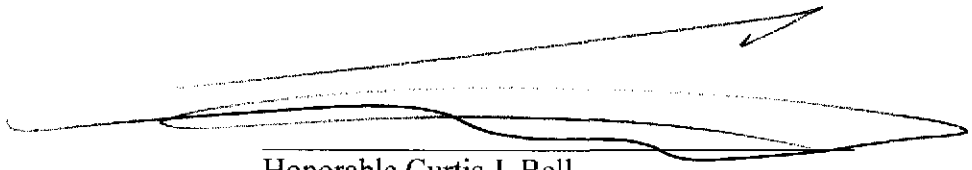
having heard arguments from the parties during a hearing held on April 10, 2023, and the Court being otherwise fully advised on the premises

IT IS ORDERED that Plaintiffs' motion is DENIED in its entirety for the reasons stated on the record. *An evidentiary hearing shall be held on May 22, 2023*

IT IS SO ORDERED. *at 1:30 pm*  *4/10/2023*

This is not a final order and does not resolve all claims in this Court.

Dated: April 10th, 2023



Honorable Curtis J. Bell
Circuit Court Judge

Exhibit 35



Rules of the Michigan Democratic Party [2018]

<u>PREAMBLE</u>	<u>2</u>	<u>ARTICLE 7: STATE CENTRAL COMMITTEE OFFICERS AND EXECUTIVE COMMITTEE</u>	<u>9</u>
<u>ARTICLE 1. STATUTORY PROVISIONS</u>	<u>2</u>	7.1 OFFICERS AND EXECUTIVE COMMITTEE	9
<u>ARTICLE 2. POLICY</u>	<u>2</u>	7.2 EXECUTIVE COMMITTEE	9
<u>ARTICLE 3: MICHIGAN DEMOCRATIC PARTY MEMBERSHIP</u>	<u>4</u>	7.3 DUTIES OF OFFICERS	9
3.1 MEMBERSHIP	4	7.4 VACANCIES	10
3.2 VOTING PRIVILEGES	4	7.5 REMOVAL FROM OFFICE	10
3.3 HOLDING PARTY OFFICE	4	<u>ARTICLE 8: STATE CENTRAL COMMITTEE MEETINGS</u>	<u>11</u>
3.4 PRECINCT DELEGATES	5	<u>ARTICLE 9: STANDING COMMITTEES</u>	<u>12</u>
3.5 ASSISTANCE TO OFFICEHOLDERS AND CANDIDATES	5	9.1 POLICY AND RESOLUTIONS COMMITTEE	12
3.6 NOTIFICATION OF MEMBERSHIP REQUIREMENTS	5	9.2 MEETINGS	12
<u>ARTICLE 4: COUNTY COMMITTEES</u>	<u>5</u>	<u>ARTICLE 10: STATE CONVENTIONS</u>	<u>12</u>
4.1 COUNTY COMMITTEE	5	<u>ARTICLE 11: HART-KENNEDY HOUSE, INC.</u>	<u>13</u>
4.2 CERTIFICATION, NOTICE TO SELECTEE	6	<u>ARTICLE 12: APPEALS COMMITTEE</u>	<u>13</u>
4.3 SELECTION OF OFFICERS, PROXY, NOMINEES AS DELEGATES AT LARGE	6	12.1 ESTABLISHMENT	13
4.4 EXPANSION OF COUNTY COMMITTEES	6	12.2 COMPOSITION	13
4.5 COUNTY COMPRISING SINGLE DISTRICT COMMITTEE	6	12.3 JURISDICTION	14
4.6 COUNTY COMPRISING MORE THAN ONE DISTRICT COMMITTEE	6	12.4 WHO MAY APPEAL	14
<u>ARTICLE 5: CONGRESSIONAL DISTRICT COMMITTEES</u>	<u>7</u>	12.5 PROCEDURES	14
5.1 DISTRICT COMMITTEE	7	12.6 DISMISSALS	15
5.2 EXPANSION OF EXECUTIVE DISTRICT COMMITTEES	7	12.7 REPORTS	16
<u>ARTICLE 6: DEMOCRATIC STATE CENTRAL COMMITTEE MEMBERSHIP</u>	<u>7</u>	12.8 STAFF	16
6.1 DELEGATES	7	<u>ARTICLE 13: DISSOLUTION</u>	<u>16</u>
6.2 ALTERNATES	8	<u>ARTICLE 14: AMENDMENTS</u>	<u>16</u>
6.3 NATIONAL COMMITTEE MEMBERS	8	<u>ARTICLE 15: PRIORITY OF THESE RULES</u>	<u>16</u>
6.4 OFFICERS	8		
6.5 VACANCIES	8		
6.6 EX OFFICIO MEMBERS	8		
6.7 PROXY VOTING	8		

PREAMBLE

We, the members of the Democratic State Central Committee of Michigan, do hereby establish and adopt these rules of the Democratic Party of Michigan based on the following principles:

The Principle of People - giving service to the needs and aspirations of all people.

The Principle of Democracy - working for equal opportunity for access and full participation of all elements of society in all political and governmental processes.

We further state that the Democratic Party of the State of Michigan consists of those qualified members of the Democratic Party as described in these rules that work for and support the principles of the Democratic Party.

ARTICLE 1. STATUTORY PROVISIONS

The Democratic Party of Michigan, in the exercise of its constitutional rights of association and speech, reserves the right to accept or decline the application of Michigan statutory provisions, which appear to govern its affairs. The incorporation of statutory provisions in these rules is voluntary and is subject to the foregoing reservation.

ARTICLE 2. POLICY

2.1 The Michigan Democratic Party (MDP) shall consist of Precinct, County, District and Statewide organizations established by these rules (hereinafter referred to as units).

2.2 Any unit of the MDP is authorized to establish bylaws (as defined in Robert's Rules of Order Newly Revised) for that unit. Such bylaws may relate to questions of local membership,

implementation or policy and may be changed as required.

2.3 No bylaw or other rule shall be adopted by any MDP unit that is inconsistent with the rules of this document.

2.4 Any rule adopted by any MDP unit shall be made available on request in writing to any MDP member.

2.5 Any bylaw adopted by any unit of the MDP shall within thirty (30) days be submitted by the Secretary of that unit to the Corresponding Secretary of the State Central Committee. The MDP shall maintain a public web page on the MDP website where the current bylaws of each MDP unit are posted. No bylaw adopted by any unit of the MDP shall be valid unless publicly posted on the MDP website.

2.6 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all MDP units in all cases to which they are applicable and in which they are not inconsistent with these rules, any bylaws the unit may adopt, and any special rules of order the unit may adopt.

2.7 All meetings of all MDP units shall be open to the public regardless of actual or perceived race, color, creed, sex, age, national origin, economic status, religion, ethnic identity, ancestry, marital status, sexual orientation, gender identity, physical appearance or disability. However, MDP units may hold meetings limited to MDP members in cases where confidential consideration of party strategy is necessary.

2.8 No tests for membership in, nor any oaths of loyalty to, the MDP shall be required or used, including those which have the effect of requiring prospective or current members of

the MDP to acquiesce in, condone or support discrimination on the grounds of actual or perceived race, color, creed, sex, age, national origin, economic status, religion, ethnic identity, ancestry, marital status, sexual orientation, gender identity, physical appearance or disability.

2.9 The time and place for all meetings of all MDP units shall be publicized fully and in such a manner as to assure timely notice to all interested persons. Such meetings must be held in places accessible to all Party members and large enough to accommodate all interested persons.

2.10 All MDP units shall support the broadest possible participation without discrimination on grounds of actual or perceived race, color, creed, sex, age, national origin, economic status, religion, ethnic identity, ancestry, marital status, sexual orientation, gender identity, physical appearance or disability.

2.11 The MDP shall establish endorsement and censure procedures on the state and legislative levels where warranted. At the local level, these procedures shall be the function of the local party.

2.12 Official documents of the MDP, bearing the Party's logo or disclaimer, may not be altered by those who reproduce them for any purpose.

2.13 The Chairperson and Vice-Chairperson of any unit, Committee, Caucus or Convention of the MDP, shall be of a different gender.

2.14 All MDP units shall publicize fully and in such a manner as to assure notice to all interested parties a full description of the legal and practical procedures for selection of MDP officers and representatives, and qualifications for the same. Publication of these procedures

shall be done in such a fashion that prospective and current members and prospective candidates or applicants will be fully informed of the pertinent procedure in time to participate in selection procedures and to compete for office.

2.15 All party members seeking election to high-level office within the MDP shall be required to file their candidacy with the MDP at least 30 days in advance of the election. Requirements for filing shall include: Name, address, phone number, email address, and other contact information. The MDP shall be required to promptly publish all information required for filing on its website. "High-level office" within the MDP shall be defined, for the purposes of this section, to include the following positions: DNC member, MDP Chair, MDP Vice-Chair, MDP Treasurer, MDP Secretary, and Chair and Vice-Chair for all congressional district organization.

2.16 Proportional voting: Multiple-position offices, such as County or District Committee members, delegates and alternates to the State Central Committee, delegates and alternates to the Democratic National Convention, or members of the Democratic National Committee, must be elected by one of the methods approved for implementing proportional representation.

2.17 Votes shall not be taken by secret ballot at any meeting of any MDP unit.

2.18 No rule shall be adopted by any MDP unit that would require any person to cast a vote or be recorded as voting contrary to that person's judgment. The Unit Rule (the practice of a unit reporting a unanimous vote when the vote within that unit was not unanimous) shall be prohibited in all units.

2.19 Sign language interpretation and closed captioning shall be provided at all general sessions of MDP State Conventions, the Legacy Dinner, and Best of the West. Written documents produced by the MDP for these events shall be made available in braille. To the greatest extent practicable, all units of the MDP are encouraged to provide these accommodations at all Conventions, Caucuses, and meetings of the MDP.

ARTICLE 3: MICHIGAN DEMOCRATIC PARTY MEMBERSHIP

3.1 MEMBERSHIP

3.1.1 A member of the MDP shall be any legal resident of Michigan age 16 or older who has filed a current MDP membership form at State Party headquarters. A financial contribution is not required to be and to remain a member of the MDP. Membership is effective on the date that the membership form is postmarked, received in person at State Party Headquarters, received online or received by fax machine at the State Party and shall be renewed annually. County, District, Club, Precinct Committee and Caucus chairs who solicit memberships shall immediately forward membership forms to the MDP to comply with the above rule.

3.2 VOTING PRIVILEGES

3.2.1 In order to vote at any Convention, Caucus or meeting of any unit of the MDP at any level, a person must be a member of the MDP for at least thirty (30) days prior to that Convention, Caucus or meeting. A Party member must be a qualified and registered elector in order to vote on nominations for public office.

3.2.2 Precinct delegates, Democratic elected officials and Democratic nominees to partisan

offices are exempt from the thirty (30) day advance membership requirement. However, Precinct Delegates, Democratic elected officials and Democratic nominees to partisan offices must be a member of the MDP in order to vote at any Convention, Caucus or meeting of any unit of the MDP at any level. Former members of the MDP whose membership has lapsed in the thirty (30) days preceding any Convention, Caucus, or meeting of any unit of the MDP may renew their membership on the day of the Convention, Caucus, or meeting and shall be permitted to vote on that date.

3.3 HOLDING PARTY OFFICE

3.3.1 In order to be elected or appointed to, and to hold any Party office in any unit of the MDP at any level, a person must be a member of the MDP for at least thirty (30) days prior to election or appointment, and maintain membership during the term of office. If MDP membership lapses while a person holds Party office, all rights and privileges of that office are suspended until membership is renewed, at which time all rights and privileges are immediately restored.

3.3.2 Precinct delegates, Democratic elected officials, and Democratic nominees to partisan offices are exempt from the thirty (30) day advance membership requirements in order to be elected or appointed to any office in any unit of the MDP at any level. However, Precinct Delegates, Democratic elected officials, and Democratic nominees to partisan offices who hold Party office must maintain membership during the term of Party office. If membership lapses while a Precinct Delegate, Democratic elected official or Democratic nominee to partisan office holds Party office, all rights and privileges of that office are suspended until

membership is renewed, at which time all rights and privileges are immediately restored.

3.3.3 For purposes of this section, Party office includes National and State Convention Delegate and Alternate, Member of National and State Convention Committees, DNC Member, MDP Officer, State Central Committee Delegate and Alternate, Member of State Central Committees, and Officers and Committee Members of all Precinct, County and Congressional District organizations.

3.4 PRECINCT DELEGATES

3.4.1 A registered voter may file under procedures prescribed by state law to be elected as a Democratic precinct delegate for their precinct of residence at the even-year August Primary Election. In their precinct, delegates shall register voters, identify other Democrats and recruit new MDP members, take information on issues and candidates to voters, help turn out the vote on Election Day and keep Party leaders informed about the issues which concern voters.

3.4.2 Whenever appropriate the precinct delegates of each precinct or groups of precincts may be organized into a Precinct Committee and elect a Chairperson and Vice-Chairperson of a different gender from their numbers. The purpose of this Committee shall be to promote Democratic values and candidates within the precinct or groups of precincts.

3.5 ASSISTANCE TO OFFICEHOLDERS AND CANDIDATES

3.5.1 Only those officeholders and candidates who are members of the MDP shall be eligible to receive election assistance of any kind from any unit of the MDP at any level. Judicial

officeholders and judicial candidates are exempt from this requirement.

3.6 NOTIFICATION OF MEMBERSHIP REQUIREMENTS

3.6.1 The MDP shall notify all precinct delegate candidates and Democratic candidates for Federal and State office of these membership requirements. Notification shall occur after the filing deadline in every even-numbered year.

ARTICLE 4: COUNTY COMMITTEES

4.1 COUNTY COMMITTEE

4.1.1 Every even-numbered year, the delegates to the Fall County Convention in each County in this State having a population of less than 1,500,000 shall convene at the call of the County Chairperson within twenty (20) days following the November election. The call shall be sent to each delegate by mail, FAX or e-mail at least fourteen (14) days before the date of the County Convention. The purpose of the Convention is to elect a number of persons equal to twice the number of candidates for County, State legislative and U.S. House of Representatives offices for which candidates were nominated at the most recent fall primary election. Those persons, together with the persons most recently nominated by the Party for each of those offices, shall constitute the County Committee of the Party. When a new nomination is made for an office, the nominee for which is entitled to serve as a member of the County Committee, the new nominee shall replace the former nominee as a member of the County Committee. If a vacancy occurs in the position of delegate-elected member of the County Committee, the remaining delegate-elected members shall fill the vacancy. Except as otherwise provided in this article, the County

Committee may elect the officers it considers proper to carry out the purposes of the Committee, and may fill a vacancy in any of its offices.

4.2 CERTIFICATION, NOTICE TO SELECTEE

4.2.1 Immediately following the election of members of the County Committee, including the filling of vacancies, the Secretary of the County Committee shall certify the names and addresses of persons chosen to the County Clerk and to the Democratic State Central Committee.

4.3 SELECTION OF OFFICERS, PROXY, NOMINEES AS DELEGATES AT LARGE

4.3.1 Within thirty (30) days following the convening of the Fall County Convention, the County Committee shall meet. The notice of this meeting shall be sent to each member of the County Committee by mail, FAX or e-mail at least seven (7) days before the date of the meeting. At the meeting, the County Committee shall elect a temporary chairperson and temporary secretary. The temporary officers shall serve only during the election of the officers of the County Committee, who shall serve for the two (2) years commencing on January 1 next. The officers shall be a Chairperson, a Vice-Chairperson of a different gender to the Chairperson, a Secretary and a Treasurer. Each officer shall have a vote on the County Committee. Candidates for legislative offices consisting of more than one (1) County may give a written proxy to any other member of the County Committee.

4.3.2 The County Committee shall have the right to elect additional officers which in its judgment are proper to carry out the purposes of the County Committee, and shall have power

to fill a vacancy which may occur in the membership of the County Committee or in any of its additional offices. The County Committee shall have the power to fill vacancies in nominations as prescribed by law. The term of service of a County Committee shall continue for two (2) years or until the selection of its successor.

4.3.3 Any current member of the MDP (subject to conditions stated in 3.2) is eligible to serve as a delegate to any County Convention in the member's county of residence. A person nominated as a candidate for legislative office shall be a delegate at large to the Fall County Convention held in the year of the candidate's nomination in each County or part of a County contained in the legislative district and to all County Conventions held during the term of office for which the candidate was nominated.

4.4 EXPANSION OF COUNTY COMMITTEES

4.4.1 The members of a County Committee may vote to expand the membership of the Committee. These rules encourage the expansion of the Committee for the purpose of achieving more participation and representation.

4.5 COUNTY COMPRISING SINGLE DISTRICT COMMITTEE

4.5.1 In a County comprising a single representative, senatorial or judicial district, the County Committee of such County shall constitute the representative, senatorial or judicial committee of the Party of such representative, senatorial or judicial district, as the case may be.

4.6 COUNTY COMPRISING MORE THAN ONE DISTRICT COMMITTEE

4.6.1 In a County comprising more than one (1) representative or senatorial district, the members of the County Committee residing in each such representative or senatorial district of such County shall constitute a committee for each representative or senatorial district, as the case may be, and the committee shall elect its Chairperson and other officers. The Chairperson shall have the right to vote on all questions arising in the committee.

ARTICLE 5: CONGRESSIONAL DISTRICT COMMITTEES

5.1 DISTRICT COMMITTEE

5.1.1 At the Spring Congressional District Convention in odd-numbered years for Congressional Districts, the majority of the electors of which reside in a County having a population over 1,500,000 and at a Caucus of each other Congressional District held at the Spring State Convention every odd-numbered year there shall be elected a Congressional District Chairperson, a Vice-Chairperson of a different gender of the Chairperson, a Secretary, a Treasurer and a committee of at least fifteen (15) members to serve for 2-year terms or until their successors are duly elected. Additional officers may be elected at the discretion of the District Committee. These persons shall constitute the District Committee of the Party for that Congressional District. The District Committee may fill a vacancy in any of its offices or membership. The District Committee shall have the power to fill vacancies in nominations as prescribed by law.

5.1.2 Within thirty (30) days following the election of the District Committee, the District Committee shall meet to adopt or readopt bylaws and pass a resolution indicating its acceptance of these rules. A copy of the bylaws

and resolution shall be promptly sent to the Chairperson of the State Central Committee who shall review them for compliance with these rules. If they are in compliance, the Chairperson shall issue a charter to the District Committee. A charter may be suspended or revoked by the Appeals Committee for non-compliance with these rules.

5.2 EXPANSION OF EXECUTIVE DISTRICT COMMITTEES

5.2.1 The members of an District Committee may vote to expand the membership of the Committee. These rules encourage the expansion of the Committee for the purpose of achieving more participation and representation.

ARTICLE 6: DEMOCRATIC STATE CENTRAL COMMITTEE MEMBERSHIP

6.0.1 The Democratic State Central Committee shall have general responsibility for the affairs of the MDP between State Conventions, subject to these rules and to the resolutions or other actions of the State Convention.

6.1 DELEGATES

6.1.1 Delegates to the Democratic State Central Committee shall be elected at the Congressional District Spring Conventions and Caucuses held every odd-numbered year and the DSCC shall be the ultimate decision-making body of the MDP between State Conventions.

6.1.2 The State Central Committee shall consist of delegates elected from each Congressional District. Each District will be allowed a minimum of four (4) delegates: two (2) men and two (2) women. Additional delegates will be allocated to each Congressional District based on the percentage of votes from that District for

the Democratic candidate for either President of the United States or Secretary of State at the last general election when such election for those offices were held, whichever is later. All additional seats shall be allocated as equally as possible between men and women. A reallocation of delegate strength shall follow each election and be completed prior to the odd-year Spring Convention.

6.2 ALTERNATES

6.2.1 At its odd-year Spring Convention or Caucus, each Congressional District shall elect the same number of alternates as delegates to the State Central Committee. Alternates temporarily replace delegates who are not present in person or by written proxy at a State Central Meeting. Alternates shall assume all the rights and perform all the duties and functions of the delegates of the State Central Committee while seated.

6.2.2 Each District will determine the manner as to which an alternate shall replace an absent delegate and report such method in writing to the DSCC Secretary within ten (10) days of the odd-year Spring Convention.

6.2.3 Before the first meeting of the State Central Committee following the election of the delegates and alternates, each District Secretary shall communicate to the Secretary of the State Central Committee, in writing, the names of each delegate and alternate. No member shall be seated until the Secretary of the State Central Committee has been notified of the election results. The addresses of those elected shall be forwarded by the District Secretary to the Secretary of the State Central Committee within ten (10) days of the odd-year Spring Convention.

6.3 NATIONAL COMMITTEE MEMBERS

6.3.1 All National Committee Members for the State of Michigan shall be ex officio members of the State Central Committee with all voting and other rights accorded to the members thereof.

6.4 OFFICERS

6.4.1 All officers of the State Central Committee shall be ex officio members of the State Central Committee with all voting and other rights accorded to the members thereof.

6.5 VACANCIES

6.5.1 Any nominee to fill a vacancy in the position of State Central Committee delegate or alternate must be a qualified and registered elector and resident of the District where the vacancy occurs. The District Committee shall fill such a vacancy by communicating to the Secretary of the State Central Committee, in writing, their selection. If the District Committee does not fill this vacancy, the existing State Central Committee members from that District shall select a person of the same sex to fill this vacancy. In both cases priority shall be given to alternates to fill vacant delegate positions.

6.6 EX OFFICIO MEMBERS

6.6.1 District and County Chairpersons not elected delegates or alternates shall be ex officio members of the State Central Committee without vote.

6.7 PROXY VOTING

6.7.1 Proxy voting by delegates, DNC Members and officers shall be permitted at State Central Committee meetings. A written proxy vote

shall be given only to another delegate, alternate, DNC Member or officer of the State Central Committee. Proxy votes from District delegates shall be cast only in the District of the delegate who gave the proxy.

ARTICLE 7: STATE CENTRAL COMMITTEE OFFICERS AND EXECUTIVE COMMITTEE

7.1 OFFICERS AND EXECUTIVE COMMITTEE

7.1.1 Election of Officers: The Spring State Convention in each odd-numbered year shall elect a Chairperson and two (2) Vice-Chairpersons of the State Central Committee: one (1) each of a different gender and race. The State Central Committee so constituted shall elect a Secretary, Corresponding Secretary, Treasurer and such other officers as in its judgment may be proper. The term of service of State Central Committee officers shall continue until the election of their successors.

7.1.2 Election of Democratic National Committee Members: The State Central Committee, at its last meeting in each year in which there is a presidential election, shall elect the number of Democratic National Committee Members apportioned to Michigan by the Democratic National Committee according to their Bylaws, Article 2, Section 2(b). There shall be an equal division of Members between male and female unless the number apportioned to Michigan is odd, in which case the variance shall be no greater than one (1). The election shall be conducted in an open meeting after effective public notice of the agenda. For purposes of serving on the State Central Committee and Executive Committee, the terms of the Democratic National Committee Members shall continue until the election of their successors. For purposes of serving on the Democratic

National Committee, their terms shall be as prescribed in the National Charter.

7.2 EXECUTIVE COMMITTEE

7.2.1 The officers, including all National Committee Members, of the State Central Committee, shall comprise the Executive Committee. A majority of the members of the Executive Committee shall constitute a quorum for transaction of the business by the Executive Committee.

7.2.2 The power of the Executive Committee shall be limited to dealing with questions of policy arising from time to time between the regular meetings of the State Central Committee. A summary of the minutes of all Executive Committee meetings shall be supplied to all members of the State Central Committee. When questions of serious importance may arise, a special meeting of the Executive Committee shall be called by the Chairperson. Meetings of the Executive Committee may be called on a 24-hour notice by letter, telegram, fax or e-mail. Executive Committee members may participate in a meeting by means of a conference telephone or similar equipment by means of which all Executive Committee members participating in the meeting can communicate with each other at the same time. Participation by such means shall constitute attendance at such a meeting. Proxy voting shall be permitted at Executive Committee meetings. A written proxy vote shall be given only to another Executive Committee member.

7.3 DUTIES OF OFFICERS

7.3.1 The Chairperson shall preside at all meetings of the State Central Committee and of the Executive Committee. The Chairperson shall carry out the programs and policies of the

State Conventions and the State Central Committee and shall have such other powers and duties as may be granted to them from time to time by express resolution of the State Conventions or State Central Committee or as are provided by statute.

7.3.2 The Vice-Chairperson of a different gender shall, in case of death, disability or absence of the Chairperson, preside at all meetings of the State Central Committee and of the Executive Committee. The Vice-Chairpersons shall have other powers and duties as may be granted from time to time by express resolution of the State Central Committee or as provided by statute.

7.3.3 The Secretary shall keep a record of the minutes of the proceedings of meetings of the State Central Committee and of the Executive Committee. They shall have custody of all books, records, and papers of the State Central Committee except such as shall be in charge of the Treasurer or of some other person authorized to have custody and possession thereof by resolution of the State Central Committee. All records shall be maintained at the office of the State Central Committee.

7.3.4 The Corresponding Secretary shall be responsible for all official correspondence of the State Central Committee (except where the laws of the State require certification by the Secretary) and shall assume the duties of Secretary in their absence. They shall also be responsible for maintaining and adding any newly adopted amendments to Party rules within ten (10) days after adoption.

7.3.5 The Treasurer shall keep accounts of all monies of the State Central Committee and MDP received and disbursed, and shall deposit all monies and valuables in the name of and to the credit of the State Central Committee and

MDP in such banks and depositories as the State Central Committee shall designate by appropriate resolution duly adopted.

7.3.6 The Treasurer shall provide a surety bond in the amount of not less than twenty-five thousand dollars (\$25,000), the cost of the bond to be borne by the State Central Committee. An audit by outside professional CPA shall be performed at the end of every 2-year term.

7.3.7 The Treasurer shall submit a financial report at all regular meetings of the State Central Committee.

7.3.8 The Chairperson and Treasurer shall present a 2-year budget to the State Central Committee for approval at a spring meeting in the odd-numbered year. Upon approval of the budget, all expenditures authorized by the budget shall be paid upon presentation of receipted bills, invoices, vouchers or other appropriate written instruments.

7.4 VACANCIES

7.4.1 When a vacancy occurs among the officers, including National Committee Members, of the State Central Committee, a meeting of the State Central Committee shall be called within forty-five (45) days after the vacancy arises by the State Central Committee Chairperson, or by the Vice-Chairpersons and an election held for the purpose of filling such vacancy.

7.5 REMOVAL FROM OFFICE

7.5.1 Any officer of the State Central Committee may be removed from office by a two-thirds (2/3) vote of the total membership of the State Central Committee. This vote shall be taken at a meeting specifically called for such purpose.

7.5.2 Any meeting for the purpose of removing an officer from office must be called by the Chairperson or Vice-Chairpersons of the State Central Committee, or by a notice signed by at least a majority of the members of the State Central Committee from any six (6) Congressional District delegations.

7.5.3 The notice of such a meeting must indicate the specific time and place of the meeting and the basis for the complaint upon which the action is founded; and the notice of such meeting shall be served by mail upon each of the members of the State Central Committee at least ten (10) days prior to such meeting.

7.5.4 At any meeting of the State Central Committee for the purpose of removing an officer, when a motion is made for removal of any officer who is then presiding, said presiding officer shall immediately relinquish the chair. If there is no other regularly elected presiding officer present to preside, the members present may elect a temporary chairperson to preside. The temporary chairperson shall preside until consideration and disposition of the motion for removal is concluded. If the motion for removal carries by a two-thirds (2/3) vote of the total membership of the State Central Committee, the temporary chairperson shall continue to preside and immediately conduct an election of a successor for the officer. If the motion for removal does not carry, the temporary chairperson shall immediately relinquish the chair to the regular presiding officer.

7.5.5 Before any motion for removal of an officer can actually be made at a meeting, a good faith effort to resolve the conflict shall be made by the parties involved. This shall include a hearing before the Appeals Committee, which shall be called by its Chairperson upon receipt for a request for such a hearing submitted by

the Chairperson or Vice-Chairpersons of the State Central Committee or by a majority of the members of the State Central Committee from any six (6) Congressional District delegations. The officer involved must be given at least seven (7) days notice of such a hearing and an opportunity to answer any complaints lodged at the hearing. The Appeals Committee may recommend a course of action on the matter, but this shall not be binding on the members of the State Central Committee.

ARTICLE 8: STATE CENTRAL COMMITTEE MEETINGS

8.1 Regular meetings of the State Central Committee shall be held not less than four (4) times each calendar year, and at least once in each quarter year. Meetings will be held at various locations throughout the entire State so that all Democrats will have a reasonable opportunity to attend or participate. The Chairperson shall call all regular or statutory meetings. In the event of their neglect, failure or refusal, the Vice-Chairpersons shall call such regular or statutory meetings.

8.2 Emergency or special meetings may be called by the Chairperson or the Executive Committee of the State Central Committee or by a notice signed by at least a majority of the members of the State Central Committee from any three (3) Congressional District delegations.

8.3 All meetings shall be held within the State of Michigan. Notice of the times and places of any regular meetings and of the time, place and purpose of any special meeting shall be sent by mail, telegram, fax or e-mail to each member of the State Central Committee at least five (5) days prior to such meeting; provided that in case of an emergency, any reasonable notice shall be sufficient.

8.4 Any action within the power of the State Central Committee may be taken at any regular meeting, but no matters shall be brought before a special meeting except those matters covered by the notice of the meeting.

8.5 A majority of the State Central Committee shall constitute a quorum for the transaction of business.

8.6 If the number of delegates, proxies and alternates from any Congressional District at any meeting of the State Central Committee does not equal the number of votes allocated to that delegation under paragraph 6.1.2, the remaining votes allowed that District delegation shall be divided equally among those delegates and alternates present from that District.

ARTICLE 9: STANDING COMMITTEES

9.0.1 The Chairperson shall, within sixty (60) days of assuming office, by and with the consent and approval of the State Central Committee, appoint the following Standing Committees, together with such others as may be deemed advisable.

Committee on Rules and Political Reform

Committee on Policy and Resolutions

Committee on Finance

9.1 POLICY AND RESOLUTIONS COMMITTEE

9.1.1 Except for resolutions reported by standing or special committees, all resolutions shall be considered and reported by the Policy and Resolutions Committee before debate and action by the State Central Committee.

9.2 MEETINGS

9.2.1 Standing Committees shall meet as necessary. No proxy voting shall be permitted. Standing Committee members may participate in a meeting by means of a conference telephone or similar equipment by means of which all Standing Committee members participating in the meeting can communicate with each other at the same time. Participation by such means shall constitute attendance at such a meeting.

ARTICLE 10: STATE CONVENTIONS

10.1 The State Convention is a statewide unit of the MDP and shall be the highest authority of the MDP, subject to these rules.

10.2 The MDP shall assemble in State Convention at a Fall State Convention in even-numbered years and at a Spring State Convention in odd-numbered years at the date, time and place, and for the purposes set out in the Call to Convention issued by the State Central Committee.

10.3 Delegates to the State Convention shall be all persons who meet the requirements of Article 3.2. All State Convention Delegates shall cast their share of the vote allocated to their County or District by the Convention Call using proportional voting as set forth in the Directive on Proportional Voting. A delegate must be a qualified and registered elector in order to vote on nominations for public office.

10.4 The State Convention shall adopt permanent rules governing the conduct of business at the beginning of each Convention. Until the adoption of those rules, the Convention and related activities shall be governed by the Call to Convention.

10.5 No fee or poll tax of any kind shall be required of any individual as a condition of

voting at a State Convention, provided that the Call to Convention may require Congressional District and County organizations to help defray Convention costs.

10.6 At all State Conventions, Congressional Districts shall meet in caucus prior to any consideration by the Convention of nominations for office or adoption of resolutions or a platform.

10.7 At all State Conventions, seating of Congressional Districts shall rotate so that all Democrats will have a reasonable opportunity to be seated at the front of the State Convention.

10.8 The MDP shall assemble in State Convention for the purposes of endorsing one candidate for Secretary of State, one candidate for Attorney General, and one candidate for each available seat on the Michigan Supreme Court, no later than April 30 immediately preceding the general election for these offices, unless a 60% vote of the Democratic State Central Committee suspends this requirement in whole or in part no later than 60 days prior to this deadline. Nothing in this paragraph prohibits the MDP from endorsing other candidates by this deadline, consistent with the rules of this document. This amendment will take effect beginning with the 2018 general election.

ARTICLE 11: HART-KENNEDY HOUSE, INC.

11.1 Hart-Kennedy House, Inc. shall be established as a statewide unit of the MDP organized under 1982 PA 162 to take and hold title to real estate and personal property to be used as offices of the State Central Committee and to lease and sublease real and personal property for such purposes, and to operate or

cause to be operated and maintain or cause to be maintained such real and personal property for the uses and purposes of the State Central Committee. In furtherance of or incidental to its purposes, the Corporation may exercise all powers conferred on nonprofit corporations and engage in all activities permitted to nonprofit corporations by the laws of the State of Michigan.

11.2 The principal office of the Corporation shall be located in Ingham County, Michigan. The Corporation may have such other offices as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

11.3 The members of the Corporation shall be the members of the MDP. The officers of the Corporation shall be the DNC Members and the officers of the State Central Committee. The board of directors of the Corporation shall be the delegates and alternates of the State Central Committee.

11.4 The property of Hart-Kennedy House, Inc. shall be reasonably available for use by all MDP members, units, officeholders, and candidates.

ARTICLE 12: APPEALS COMMITTEE

12.1 ESTABLISHMENT

12.1.1 To insure fairness and prevent injustice in the internal operations of Precinct, County, District and Statewide units of the MDP, an Appeals Committee is established.

12.2 COMPOSITION

12.2.1 The Appeals Committee shall consist of eleven (11) persons including a Chairperson and Vice-Chairperson, appointed by the Chairperson of the Democratic State Central Committee of

Michigan with the approval of the Democratic State Central Committee. The persons so appointed shall be well recognized Democrats, provided that no County or District Chairperson or State officer shall be eligible for appointment.

12.2.2 Members of the Appeals Committee shall serve 3-year terms. The Chairperson and Vice-Chairperson shall be appointed from among its members and shall serve 2-year terms in those capacities concurrent with the term of the Chairperson of the Democratic State Central Committee. All vacancies shall be filled in the manner provided in the preceding paragraph of this section at the first State Central Committee meeting after the vacancy occurs.

12.2.3 The Chairperson of the Democratic State Central Committee shall be responsible for ensuring that all vacancies are filled and that newly appointed members of the Appeals Committee receive appropriate training as to their responsibilities.

12.2.4 Care shall be taken in making appointments to ensure that the Appeals Committee be balanced by gender, race and geography to be representative of the MDP membership as a whole.

12.3 JURISDICTION

12.3.1 The Appeals Committee shall have jurisdiction over matters of procedural fairness and observance of Party rules and regulations in the internal operations of the MDP as guided by the Political Reform Convention and resolutions of other Democratic State Conventions and the Democratic State Central Committee.

12.3.2 The Appeals Committee shall have no jurisdiction over matters of Party Policy or Hart-Kennedy House, Inc.

12.3.3 Decisions of the Appeals Committee shall be final and binding to the extent permitted by law on all matters within its jurisdiction.

12.4 WHO MAY APPEAL

12.4.1 Any member or group of members of the MDP or Democratic precinct delegates who feels personally aggrieved by the action or decision of the State Central Committee or any other MDP unit may appeal by petition such action or decision to the Appeals Committee, provided such petition contains the signatures of at least five (5) persons, their typed or printed name and their MDP number, which may be submitted electronically.

12.4.2 Any readily identifiable group within the MDP, or any part thereof, which deems itself aggrieved by the action or decision of the State Central Committee or any other MDP unit may appeal such action or decision to the Appeals Committee.

12.4.3 Any MDP unit, which deems itself aggrieved by the action or decision of the State Central Committee or any other MDP unit to which it relates, may appeal such action or decision to the Appeals Committee.

12.5 PROCEDURES

12.5.1 All appeals shall be presented in writing within fifteen (15) days after the action or decision appealed from, and wherever possible, shall cite the rule or rules as the basis of the appeal.

12.5.2 Upon receipt of an appeal, a copy shall be forwarded by the Appeals Committee to the MDP unit to whom the appeal relates. That MDP unit shall have fifteen (15) days within which to present its answer or response.

12.5.3 The Appeals Committee shall meet within thirty (30) days of receipt of an appeal to consider the appeal. A quorum for the meeting shall consist of a majority of members serving. Attendance may be in person or by means of a conference telephone or similar equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Decisions of the Appeals Committee may be based either on a written record or on testimony at a public hearing. Any public hearing shall be held within fifteen (15) days of the initial meeting of the Appeals Committee on that appeal. Parties to the appeal will be given seventy-two (72) hours notice of any meeting of the Appeals Committee and any public hearing, which notice shall be confirmed by certified mail.

12.5.4 Public hearings may be conducted by a panel of (3) three or more members of the Appeals Committee.

12.5.5 Decisions of the Appeals Committee shall be made within fifteen (15) days of the public hearing, if a public hearing is held. If no public hearing is held decisions of the Appeals Committee shall be made within fifteen (15) days of the initial meeting of the Appeals Committee on that appeal. Decisions shall be made at a public meeting of the Appeals Committee where a quorum is present in person or by means of a conference telephone or similar equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Decisions shall be made by a majority of those voting at that meeting. Decisions shall then be issued in writing giving the reasons therefore in reasonable detail.

12.5.6 The Chairperson of the Appeals Committee may make procedural rulings, which

rulings may only be reversed by a majority of those present and voting at the meeting. The rules governing any hearing shall be set out at the initial meeting of the Appeals Committee for that appeal. These rules shall be consistent for all appeals. Counsel to the MDP shall serve as counsel to the Appeals Committee.

12.5.7 In the case of appeals on the procedure used to elect any delegate or alternate or group of delegates or alternates to the State Central Committee, the Appeals Committee shall be notified of such appeal no later than noon of the day of plenary session of the Spring Convention, if the grounds for such an appeal are known by that time. The Appeals Committee shall hear any such appeal and report its recommendation with regard to the permanent or temporary seating of any such delegate or alternate or groups of delegates or alternates as the first order of business of the State Central Committee meeting following the Spring Convention.

12.5.8 Decisions of the appeals committee made prior to March 17, 2018 shall not be binding authority for any appeal filed after this date. Decisions of the committee issued prior to March 17, 2018 may be treated as persuasive authority.

12.6 DISMISSALS

12.6.1 Notwithstanding the provisions in the previous section, the Appeals Committee shall have the right to dismiss an appeal setting forth its reasons in writing where it concludes from the appeal itself:

1. A question presented by the appeal is insignificant or frivolous.
2. The subject matter of the appeal is not within the jurisdiction of the Appeals Committee.

3. The jurisdiction of the Appeals Committee has not been properly invoked.

date of the meeting at which a vote is to be taken.

12.7 REPORTS

12.7.1 The Appeals Committee shall report on its activities at each regular meeting of the Democratic State Central Committee. Written opinions or a summary thereof shall be published and made available for review of any member of the MDP in good standing.

ARTICLE 15: PRIORITY OF THESE RULES

15.1 These rules, having been adopted as amended by the Democratic State Central Committee on March 17, 2018 shall supersede all previous rules and bylaws adopted by the State Central Committee.

12.8 STAFF

12.8.1 The Appeals Committee shall have the right to call upon the staff of the Democratic State Central Committee for such assistance as it may reasonably require to perform its work.

ARTICLE 13: DISSOLUTION

13.1 Upon dissolution of the MDP, all assets remaining after the satisfaction of all debts shall be distributed to the Democratic National Committee.

ARTICLE 14: AMENDMENTS

14.1 Proposals for changes or amendments to these rules may be made by motion, without debate, at any meeting of the Democratic State Central Committee, and all proposed amendments shall be first referred to the Rules and Political Reform Committee which shall report its recommendation at the next succeeding regular meeting or special meeting called for that purpose.

14.2 Any amendment to these rules shall be by two-thirds (2/3) majority of the votes cast by the Democratic State Central Committee provided that written notice setting forth the proposed amendment has been given to members at least two (2) weeks prior to the

Exhibit 36

KALAMAZOO COUNTY DEMOCRATIC PARTY BYLAWS

TABLE OF CONTENTS

ARTICLE 1 – NAME2

ARTICLE 2 – PURPOSE.....2

ARTICLE 3 – FUNDAMENTAL PRINCIPLES.....2

ARTICLE 4 – MEMBERSHIP3

PRECINCT DELEGATES.....	3
MDP AND KCDP MEMBERS	4
MDP MEMBERSHIP REQUIRED FOR VOTE AND OFFICE	4

ARTICLE 5 – MEETINGS AND CONVENTIONS....5

AGENDAS AND MINUTES	5
COUNTY COMMITTEE MEETINGS AND QUORUM.....	5
AGENDA FOR COUNTY COMMITTEE MEETINGS.....	5
SPECIAL MEETINGS.....	5
NOTICE OF MEETINGS.....	5
EXECUTIVE COMMITTEE.....	5
CONVENTIONS.....	6
COUNTY CONVENTIONS HELD PRIOR TO STATE CONVENTIONS	6
COUNTY CONVENTION TO ELECT THE COUNTY COMMITTEE	6
DELEGATES TO COUNTY CONVENTIONS	6
ELECTION OF PERMANENT CONVENTION CHAIR AT COUNTY CONVENTIONS.....	6

ARTICLE 6 –COUNTY COMMITTEE AND OFFICERS6

COUNTY COMMITTEE	6
AUTHORITY OF COUNTY COMMITTEE	6
COMPOSITION OF COUNTY COMMITTEE.....	7

ELECTION PROCEDURE	7
TERMS, ATTENDANCE, AND REPLACEMENT OF COUNTY COMMITTEE MEMBERS.....	7
EXPANSION OF COUNTY COMMITTEE.....	7
OFFICERS	7
PROCESS FOR ELECTION OF OFFICERS BY THE COUNTY COMMITTEE	7
LIMITATIONS ON PROXY VOTING	7
OFFICER POSITIONS	8
VACANCIES, TERMS, AND REMOVAL FROM OFFICE.....	8
DUTIES OF THE CHAIR	8
DUTIES OF THE VICE-CHAIRS	8
DUTIES OF THE CORRESPONDING SECRETARY	8
DUTIES OF THE RECORDING SECRETARY	9
DUTIES OF THE TREASURER	9
DUTIES OF THE TRUSTEES	10
TREASURER’S BACKUP.....	10
DESIGNATED RECORD KEEPER	10
UNEXPECTED EXPENSES	10
FINANCIAL REVIEW	10

ARTICLE 7 – STANDING COMMITTEES10

LIST OF STANDING COMMITTEES.....	11
GENERAL DUTIES OF STANDING COMMITTEES	11
GENERAL DUTIES OF STANDING COMMITTEE CHAIRS..	11
CANDIDATE RECRUITMENT AND CAMPAIGNS COMMITTEE	11
COMMUNICATION AND EDUCATION COMMITTEE	11
FINANCE & FUNDRAISING COMMITTEE	11
MEMBERSHIP COMMITTEE	11
RULES AND BYLAWS COMMITTEE.....	12
VOLUNTEER COORDINATION COMMITTEE	12
STUDENT PROGRESSIVES COMMITTEE.....	12
DIVERSITY, EQUITY AND INCLUSION COMMITTEE	12
RESOLUTIONS COMMITTEE	12
AD HOC COMMITTEES.....	12

KALAMAZOO COUNTY DEMOCRATIC PARTY BYLAWS

ARTICLE 8 – CANDIDATES AND ENDORSEMENT12

LIMITATION ON SUPPORT OF CANDIDATES.....12
ENDORSEMENTS.....12
SUPPORT OF CANDIDATES IN PRIMARY OR OTHER
ELECTIONS.....13
ALLOCATIONS COMMITTEE.....13

ARTICLE 9 – AMENDMENT.....13

RULES AND BYLAWS COMMITTEE ROLE13
NOTICE OF PROPOSED AMENDMENTS.....13
ADOPTION.....13

ARTICLE 10 – SEVERABILITY13

ARTICLE 11 – DISSOLUTION14

ARTICLE 1 – NAME

1.1. This organization shall be known as the Kalamazoo County Democratic Party (KCDP). It shall consist of all members of the Michigan Democratic Party (MDP) and all duly elected Democratic precinct delegates residing in Kalamazoo County, and operate through the KCDP Officers, Executive Committee, County Committee, standing committees and ad hoc committees.

ARTICLE 2 – PURPOSE

2.1. The purpose of the KCDP is to work to elect Democrats to public office, and to advance the Democratic platform and values in government and among the general public.

2.2 The KCDP shall be a non-profit organization, and no part of the income and assets of the KCDP shall benefit any of its members except for the reimbursement of actual expenses, reasonable compensation for services if the KCDP approves, or a contribution for electing a member to office if the KCDP approves.

ARTICLE 3 – FUNDAMENTAL PRINCIPLES

3.1 All meetings of all KCDP units shall be open to the public regardless of actual or perceived race, color, creed, sex, age, national origin, economic status, religion, ethnic identity, ancestry, marital status, sexual orientation, gender identity, physical appearance or disability. However, KCDP units may hold meetings limited to MDP members in cases where confidential consideration of party strategy is necessary.

3.2 No tests for membership in, nor any oaths of loyalty to, the Democratic Party in Michigan or the KCDP shall be required or used which has the effect of requiring prospective or current members of the Democratic Party to acquiesce in, condone or support discrimination on the grounds of actual or perceived race, color, creed, sex, age, national origin, economic status, religion, ethnic identity, ancestry, marital status, sexual orientation, gender identity, physical appearance or disability.

3.3 The KCDP shall operate to the maximum extent feasible in an open and transparent manner and consistent with procedures designed to promote fairness.

3.4 The time and place for all public meetings of the KCDP on all levels shall be publicized fully and in such a manner as to assure timely notice to all interested persons. All meetings must be held in places accessible to all Party members and large enough to accommodate all interested persons.

KALAMAZOO COUNTY DEMOCRATIC PARTY BYLAWS

3.5 The KCDP, on all levels, shall support the broadest possible participation without discrimination on grounds of actual or perceived race, color, creed, sex, age, national origin, economic status, religion, ethnic identity, ancestry, marital status, sexual orientation, gender identity, physical appearance or disability. The KCDP shall strive to increase participation of traditionally underrepresented citizens.

3.6 The KCDP shall publicize fully and in such a manner as to assure notice to all interested parties a full description of the legal and practical procedures for selection of KCDP officers and representatives, and qualifications for the same. Publication of these procedures shall be done in such a fashion that prospective and current members and prospective candidates or applicants will be fully informed of the pertinent procedure in time to participate in selection procedures and to compete for office.

3.7 All rules and bylaws of the KCDP at all levels shall be consistent with the Rules of the Michigan Democratic Party and shall be available on request in writing to any member of the MDP.

3.8 No rule shall be adopted by the KCDP that would require any person to cast a vote or be recorded as voting contrary to that person's judgment. The Unit Rule (the practice of a unit reporting a unanimous vote when the vote within that unit was not unanimous) shall be prohibited.

3.9 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the KCDP in all cases to which they are applicable and in which they are not inconsistent with the laws of the state of Michigan, the Rules of the Michigan Democratic Party, these Bylaws, and any special rules of order the KCDP may adopt.

3.10 The Chair and First Vice Chair of any unit of the KCDP shall be of different genders.

3.11 Votes shall not be taken by secret ballot at any meeting of the Democratic Party in Michigan at any level.

3.12 Election of a member to any office or position within the KCDP, either at a County Convention or a meeting of the County Committee, shall require a majority of members voting. If no candidate is elected following an initial vote, the candidate receiving the fewest votes is removed, and the vote is repeated, until one candidate receives a majority. The only exception is election of multiple-position offices.

3.13 Proportional voting: Multiple-position offices, such as County Committee members or Trustees, must be elected by one of the methods approved for implementing proportional representation. See the *Rules for Elections and Voting in the Michigan Democratic Party*.

3.14 Official documents of the Michigan Democratic Party, bearing the Party's logo or disclaimer, may not be altered by those who reproduce them for any purpose.

ARTICLE 4 – MEMBERSHIP

4.1 THE KCDP shall be composed of all Kalamazoo County Democratic precinct delegates (4.2 to 4.3), members of the MDP residing in Kalamazoo County (4.4), and members of the County Committee and its officers.

PRECINCT DELEGATES

4.2 Precinct delegates are elected by direct vote of the qualified and registered Democratic electors in the precinct at the August primary in

KALAMAZOO COUNTY DEMOCRATIC PARTY BYLAWS

even-numbered years and serve for two years. People become candidates for precinct delegate by filing an Affidavit of Identity with the County Clerk by 4 p.m. on the thirteenth Tuesday before the August primary.

4.3 All precinct delegates will be delegates to all County and/or District Conventions during their term of office. In their precinct, delegates shall register Democrats to vote, identify other Democrats and recruit new MDP members, take information on issues and candidates to voters, help turn out the vote on Election Day and keep Party leaders informed about the issues which concern voters.

MDP AND KCDP MEMBERS

4.4 A member of the MDP shall be any legal resident of Michigan age 16 or older who has filed a current MDP membership form at State Party headquarters. A financial contribution is not required to be and to remain a member of the MDP. Membership is effective on the date that the membership form is postmarked, received in person at MDP Headquarters, received online or received by fax machine at the MDP. County, District, Club, Precinct Committee and Caucus chairs who solicit memberships shall immediately forward membership forms to the MDP to comply with the above rule.

4.5 A member of the KCDP shall be any legal resident of Michigan age 16 or older who has filed a current Kalamazoo County Democratic Party membership form with the KCDP. A financial contribution is not required to be and to remain a member of the KCDP.

MDP MEMBERSHIP REQUIRED FOR VOTE AND OFFICE

4.6 In order to vote at any Convention, Caucus or meeting of the KCDP, a person must be a

member of the MDP for at least thirty (30) days prior to that Convention, Caucus or meeting. A Party member must be a qualified and registered elector in order to vote on nominations for public office.

4.7 Precinct delegates, Democratic elected officials and Democratic nominees to partisan offices are exempt from the thirty (30) day advance membership requirement. However, Precinct Delegates, Democratic elected officials and Democratic nominees to partisan offices must be a member of the MDP in order to vote at any Convention, Caucus or meeting of the KCDP.

4.8 In order to be elected or appointed to, and to hold any Party office in the KCDP, a person must be a member of the MDP for at least thirty (30) days prior to election or appointment, and maintain membership during the term of office. If MDP membership lapses while a person holds Party office, all rights and privileges of that office are suspended until membership is renewed, at which time all rights and privileges are immediately restored.

4.9 Precinct delegates, Democratic elected officials and Democratic nominees to partisan offices are exempt from the thirty (30) day advance membership requirements in order to be elected or appointed to any office in the KCDP. However, Precinct Delegates, Democratic elected officials and Democratic nominees to partisan offices who hold Party office must maintain membership during the term of Party office. If membership lapses while a Precinct Delegate, Democratic elected official or Democratic nominee to partisan office holds Party office, all rights and privileges of that office are suspended until membership is renewed, at which time all rights and privileges are immediately restored.

4.10 Party office (4.8, 4.9) includes State Convention Delegate, member of State

KALAMAZOO COUNTY DEMOCRATIC PARTY BYLAWS

Convention Committees, State Central Committee delegates and alternates, Officers and Executive and County Committee members, and members of standing and ad hoc committees.

ARTICLE 5 – MEETINGS AND CONVENTIONS

AGENDAS AND MINUTES

5.1 Every convention, County Committee meeting, and Executive Committee meeting, shall have written agendas available at the beginning of the meeting, and minutes of all meetings and conventions shall be available to all Party members upon request.

COUNTY COMMITTEE MEETINGS AND QUORUM

5.2 The regular meetings of the KCDP County Committee shall be on the day of each month at the location and time designated in the meeting notice. A quorum shall exist at a County Committee meeting when at least twenty (20) members of the County Committee are present.

AGENDA FOR COUNTY COMMITTEE MEETINGS

5.3 The customary agenda (subject to revision by the County Committee) for meetings of the County Committee shall be:

- A. Roll call of Officers
- B. Determination of Quorum
- C. Approval of Agenda
- D. Approval of Minutes
- E. Communications
 - 1. Introduction of Elected Officials
 - 2. Elected Official Reports
 - 3. Report of the Chair
 - 4. Report of Treasurer

- 5. Remaining Officer reports
- F. Committee Reports
- G. Unfinished Business
- H. New Business
- I. Candidate/Candidate Committee Reports
- J. Announcements
- K. Adjournment

SPECIAL MEETINGS

5.4 Special meetings of the County Committee may be called by the Chair, or by at least one-third of the members of the County Committee, by means of a signed petition.

NOTICE OF MEETINGS

5.5 Notice of all County Committee meetings shall be given by electronic mail whenever possible and by regular mail to those members without email access or who request to be notified by regular mail. If there is any doubt as to whether a member has email access, the member shall be sent notice by regular mail. All notices shall be sent no less than five (5) days prior to the meeting.

EXECUTIVE COMMITTEE

5.6 The Executive Committee of the KCDP shall consist of the Officers and Standing Committee Chairs. Meetings of the Executive Committee, chaired by the County Chair, shall be held monthly (at least 10 times per year). The purpose shall be to review the operation and activities of the KCDP, coordinate the activities of the various committees, share information, and discuss proposals to be made to the Executive Committee. The authority of this group is limited to that already possessed by the individual Officers and committee Chairs, except as expanded in these Bylaws (6.3, 8.3). Meetings of the Executive Committee shall be open to members of the KCDP/MDP and guests,

KALAMAZOO COUNTY DEMOCRATIC PARTY BYLAWS

as granted by the County Chair. Meeting minutes shall be reported to the Executive Committee.

CONVENTIONS

5.7 The County Chair is responsible for giving notice of the three or four County Conventions held in every two-year election cycle as well as any other special convention called by the MDP. Notice of all County Conventions shall be given by electronic mail whenever possible and by regular mail to those members without email access or who request to be notified by regular mail. If there is any doubt as to whether a member has email access, the member shall be sent notice by regular mail. All notices shall be sent no less than fifteen (15) days prior to the Convention.

COUNTY CONVENTIONS HELD PRIOR TO STATE CONVENTIONS

5.8 County Conventions are held prior to the MDP Endorsing Convention (if held), prior to the Fall State Convention, and again in January or February of each odd-numbered year, prior to the Spring State Convention. The State Central Committee sets the specific dates for these County Conventions.

5.9 The purposes of these County Conventions are to elect members and alternates of State Convention Committees and consider resolutions for forwarding to the State Convention Platform and Resolutions Committee.

(The MDP Endorsing Convention endorses statewide candidates. The Fall State Convention adopts the Democratic Party Platform and nominates the Democratic candidates for Lieutenant Governor, Secretary of State, Attorney General, and other offices. The Spring

State Convention elects the State Party Chair and Vice Chairs.)

COUNTY CONVENTION TO ELECT THE COUNTY COMMITTEE

5.10 The County Chair shall call a County Convention within twenty (20) days after the November general election in even-numbered years to elect the non-candidate members of the KCDP Executive Committee (6.1).

DELEGATES TO COUNTY CONVENTIONS

5.11 Delegates to the County Conventions are all MDP members resident in Kalamazoo County who meet the conditions in 4.6 and 4.7.

ELECTION OF PERMANENT CONVENTION CHAIR AT COUNTY CONVENTIONS

5.12 At County Conventions, the County Chair shall preside until the Permanent Convention Chair is elected, and no business shall be conducted until the Permanent Convention Chair is elected.

5.13 No delegate shall give a proxy for representation at County Conventions.

ARTICLE 6 – COUNTY COMMITTEE AND OFFICERS

COUNTY COMMITTEE

AUTHORITY OF COUNTY COMMITTEE

6.1 The County Committee shall govern the KCDP, and shall have authority to take any action to achieve the KCDP's purpose which is not inconsistent with applicable Michigan law, MDP Rules, and these Rules, including the filling of vacancies in nominations as prescribed by

KALAMAZOO COUNTY DEMOCRATIC PARTY BYLAWS

law. The term of service of a County Committee shall continue for two years or until the selection of its successor.

COMPOSITION OF COUNTY COMMITTEE

6.2 One-third of the County Committee automatically consists of the most recent nominees for countywide offices, the County Commission, and the most recent-nominees for State House, State Senate and U.S. House whose districts include all or part of the County. The delegates at the County Convention (5.11) shall elect the balance of the County Committee which shall consist of twice the number of automatic members.

ELECTION PROCEDURE

6.3 A Nominating Committee may be appointed by the Executive Committee (of the preceding term) to nominate a slate of candidates for County Committee, subject to approval by two-thirds of delegates voting. Failing approval by two-thirds, or if no slate is nominated, nominations shall be taken from the floor of the Convention. Following close of nominations, each name will be called and the votes tabulated. Delegates may vote for up to as many candidates as are to be elected. Those receiving the most votes up to the number to be elected are elected. Ties are resolved by lot. Names, addresses, phone numbers and emails of all persons so selected shall be provided to the Corresponding Secretary before the close of the Convention by the delegates making the nomination of those persons.

TERMS, ATTENDANCE, AND REPLACEMENT OF COUNTY COMMITTEE MEMBERS

6.4 County Committee members: (a) shall serve for 2 years after selection, or until a successor is selected; (b) may be removed from office, if a non-candidate member, after failing to attend three (3) consecutive County Committee meetings within one calendar year; and (c) may be replaced, if a non-candidate member, after resignation or removal, with a successor selected by the other non-candidate members of the County Committee.

EXPANSION OF COUNTY COMMITTEE

6.5 These rules encourage the expansion of the Committee for the purpose of achieving more participation and representation. A nomination must be made at a meeting of the County Committee and will be voted on at the following meeting. Candidates for membership on the Committee must be present either when they are nominated or when their nomination is voted on.

OFFICERS

PROCESS FOR ELECTION OF OFFICERS BY THE COUNTY COMMITTEE

6.6 On a date, and at a place and hour, set by the County Chair for the previous term, falling between the County Convention to select members of the new Executive Committee and January 1 of the next year, the new County Committee shall meet to select the new County Committee Officers. Notice of this meeting shall be sent by the Corresponding Secretary pursuant to Section 5.5.

LIMITATIONS ON PROXY VOTING

6.7 County Committee members who were nominees for state legislative districts covering more than one county may give a written proxy

KALAMAZOO COUNTY DEMOCRATIC PARTY BYLAWS

to other members for selection of officers. There shall be no other proxy voting.

OFFICER POSITIONS

6.8 The Officers of the County Committee shall be the County Chair, First Vice-Chair (who shall be of different genders), Second Vice-Chair, Corresponding Secretary, Recording Secretary, Treasurer, and four Trustees.

VACANCIES, TERMS, AND REMOVAL FROM OFFICE

6.9 In order to be elected as an officer, either at the meeting at the beginning of the new term (6.6), or in filling a subsequent vacancy (6.10), a person must previously have been elected as a member of the County Committee.

6.10 Vacancies in officer positions shall be filled by the County Committee.

6.11 The Officers shall serve 2-year terms, beginning January 1 of the year following their selection.

6.12 Any Officer may be removed by a two-thirds vote of those present and voting at two consecutive County Committee meetings.

DUTIES OF THE CHAIR

6.13 The Chair:

(a) shall preside at all meetings;

(b) may appoint a parliamentarian at any meeting;

(c) shall appoint members to standing and ad hoc committees, with confirmation by a majority of the County Committee;

(d) shall be an ex officio member of all standing and ad hoc committees;

(e) shall supervise KCDP offices and personnel; and

(f) shall be the countersignature on KCDP two signature checks. If the Chair is unavailable, the 1st Vice-Chair shall be the countersignature.

(g) shall perform all other functions required by law or reasonably necessary to fulfill the duties of the chief executive officer of a political party.

DUTIES OF THE VICE-CHAIRS

6.14 The First Vice-Chair:

(a) shall have all powers and duties of the County Chair while the County Chair is not reasonably able to act; and

(b) shall have such other powers and duties which are required by law or may be granted from time to time by the County Committee.

6.15 The Second Vice-Chair:

(a) shall have all powers and duties of the County Chair while the County Chair or the First Vice-Chair is not reasonably able to act; and

(b) shall have such other powers and duties which are required by law or may be granted from time to time by the County Committee.

DUTIES OF THE CORRESPONDING SECRETARY

6.16 The Corresponding Secretary:

(a) shall keep records of all KCDP business including the names, addresses, telephone numbers, and email addresses of all general

KALAMAZOO COUNTY DEMOCRATIC PARTY BYLAWS

members, committee members, and precinct delegates;

(b) shall give notice of all conventions and meetings to those entitled to notice;

(c) shall provide all information required by law to be certified to the appropriate government entity;

(d) shall notify all persons selected for membership on all committees; and

(e) shall have such other powers and duties which are required by law or may be granted from time to time by the County Committee.

DUTIES OF THE RECORDING SECRETARY

6.17 The Recording Secretary:

(a) shall prepare minutes of all conventions and meetings;

(b) shall prepare copies of all minutes for distribution and approval at the following meeting;

(c) shall maintain copies of past meeting minutes as required by law or by the County Committee; and

(d) shall have such other powers and duties which are required by law or may be granted from time to time by the County Committee.

DUTIES OF THE TREASURER

6.18 The Treasurer:

(a) shall have custody and control of all KCDP accounts and funds, and will be the initial signer on KCDP two signature checks.

(b) shall authorize a credit card, up to a \$500.00 limit, for use by the Chair for recurring payments and/or office use purchases. The Treasurer, with approval from the Finance Committee Chair, can set up automatic payments and/or ACH payments for recurring bills.

(c) shall keep records of all transactions involving KCDP funds clearly documenting the amount, purpose, and parties to the transaction. Such records will be kept in a secured location in the KCDP office pending Trustee financial review (6.19c).

(d) shall submit a report at each County Committee meeting and at other times when requested by the Chair;

(e) shall pay all outstanding invoices (subject to (h) below) within 30 days after receiving proper documentation;

(f) shall pay requests for reimbursement for expenses incurred on behalf of the KCDP (subject to (h) below) only after receiving original receipts documenting the expenses and after verifying the nature of the expenses. All receipts must be submitted within 60 days to be considered for reimbursement.

(g) may pay KCDP obligations up to \$200 without Executive Committee approval;

(h) shall not pay any unbudgeted KCDP obligations over \$200 without Executive Committee approval;

(i) shall count cash taken in and deposit it into the appropriate KCDP bank account on a regular basis, but no less frequently than monthly;

(j) shall maintain no more than 3 active bank checking accounts, an Administrative Account, a Campaign Account, and an FEC Party Committee Account, should the County

KALAMAZOO COUNTY DEMOCRATIC PARTY BYLAWS

Committee authorize the latter.

(k) shall complete a Statement of Organization with the Bureau of Elections, keeping the information up to date at all times.

(l) may serve as the Designated Record Keeper (6.21). If not, the Treasurer shall coordinate with the Designated Record Keeper in filing Campaign Finance Reports.

(m) shall be a member of the Finance and Fundraising Committee;

(n) shall have such other powers and duties which are required by law to fulfill the duties of a Treasurer of a county political party or may be granted from time to time by the County Committee.

DUTIES OF THE TRUSTEES

6.19 The Trustees:

(a) shall be members of the Finance & Fundraising Committee;

(b) shall inventory all KCDP property annually;

(c) shall review the Treasurer's records following the end of the year and report to the County Committee;

(d) may present financial recommendations to the County Committee; and

(e) shall have such other powers and duties which may be granted from time to time by the County Committee.

TREASURER'S BACKUP

6.20 In the absence of the Treasurer, at least one officer from among the following:

First Vice-Chair, Second Vice-Chair, Trustee, or Finance & Fundraising Committee Chair shall be authorized by the County Committee to pay KCDP obligations up to \$200 without County Committee approval, and as additional check signatories for approved expenses, subject to all the conditions and limitations in (6.18).

DESIGNATED RECORD KEEPER

6.21 The Chair will appoint, with the approval of the County Committee, a Designated Record Keeper whose duty shall be to file the Campaign Account Campaign Finance Reports using the MERTS system (Michigan Electronic Reporting & Tracking System) correctly and in a timely matter as prescribed by the Bureau of Elections.

UNEXPECTED EXPENSES

6.22 Regardless of the limitation described in Section 6.18 and Section 6.20 above, between regularly scheduled meetings of the County Committee, immediate payment of unexpected expenses in amounts to not exceed \$1,000 may be authorized by agreement of at least three (3) from among these four (4) officers: Chair, First Vice-Chair, Second Vice-Chair, and Treasurer. These expenditures shall be reported at the next County Committee meeting.

FINANCIAL REVIEW

6.23 In addition to the reviews specified in 6.19(c), the County Committee may, at any time, require a review of the financial records and, at its discretion, may utilize internal or external resources for such purposes. The results of the review shall be communicated at the next meeting of the County Committee after completion of the review.

ARTICLE 7 – STANDING COMMITTEES

KALAMAZOO COUNTY DEMOCRATIC PARTY BYLAWS

LIST OF STANDING COMMITTEES

7.1 The Standing Committees of the KCDP shall be:

- 1) Candidate Recruitment and Campaigns,
- 2) Communications and Education,
- 3) Finance & Fundraising,
- 4) Membership,
- 5) Rules and Bylaws,
- 6) Volunteer Coordination,
- 7) Student Progressives,
- 8) Diversity, Equity and Inclusion, and
- 9) Resolutions.

GENERAL DUTIES OF STANDING COMMITTEES

7.2 Each Standing Committee: (a) shall meet at the call of the Committee Chair, KCDP Chair, or as directed by the County Committee; (a) shall recommend policies to the County Committee; (b) shall implement policies established in its area by the County Committee; (c) shall submit an annual report to the County Chair and County Recording Secretary by December 31 of each year; (d) shall have a chairperson and members appointed by the County Chair and confirmed by the County Committee; (e) shall not assist candidates in contested primaries, absent an endorsement by the County Committee (8.3); and (f) shall have a term of two years, ending on Dec. 31 of even years.

GENERAL DUTIES OF STANDING COMMITTEE CHAIRS

7.3 Each Standing Committee Chair: (a) shall keep records of committee business, and turn them over to the County Recording Secretary at the end of the Chair's term; (b) shall appoint committee officers, if appropriate to the area; (c) shall report to each County Committee meeting.

CANDIDATE RECRUITMENT AND CAMPAIGNS COMMITTEE

7.4 The Candidate Recruitment and Campaigns Committee shall recruit and train candidates for public office. This committee shall research past elections, evaluate and recommend campaign strategies, and conduct postelection evaluations.

COMMUNICATION AND EDUCATION COMMITTEE

7.5 The Communication and Education Committee shall research means of communicating our message and activities to the public and our members and implement a program for the same.

FINANCE & FUNDRAISING COMMITTEE

7.6 The Finance & Fundraising Committee shall assist the KCDP Chair in planning and carrying out fundraising activities for the KCDP, recommend policies regarding KCDP finances which assure financial accountability, stability, and legal compliance, and oversee financial planning, including preparing an annual budget for the KCDP.

MEMBERSHIP COMMITTEE

7.7 The Membership Committee shall: (a) organize efforts to obtain new members for the KCDP; (b) maintain membership records and provide them for establishing the credentials of

KALAMAZOO COUNTY DEMOCRATIC PARTY BYLAWS

delegates at County Conventions; and (c) notify KCDP members of membership expiration.

RULES AND BYLAWS COMMITTEE

7.8 The Rules and Bylaws Committee shall (a) review and recommend changes to the KCDP Bylaws; and (b) be familiar with and guide the KCDP in its compliance with MDP Rules and with Michigan law relevant to KCDP operating procedures and practices.

VOLUNTEER COORDINATION COMMITTEE

7.9 The Volunteer Coordination Committee shall (a) recruit, train and place volunteers for central (non-precinct based) KCDP activities; (b) maintain and expand a database of volunteers for KCDP activities; and (c) provide volunteer contact lists for other KCDP committees.

STUDENT PROGRESSIVES COMMITTEE

7.10 The Student Progressives Committee shall (a) Help better integrate the KCDP with the various student and youth (<35) led organizations in Kalamazoo; (b) Empower young people to get more involved in the democratic process; and (c) Recruit young candidates to run for state and local office, and for KCDP/MDP leadership positions.

DIVERSITY, EQUITY AND INCLUSION COMMITTEE

7.11 The committee will focus on long-term culture change in our Party including, but not limited to: (1) establishing a Code of Conduct process and procedures, (2) expanding our Diversity, Equity, and Inclusion (DEI) Program to inform and educate Party leaders and Delegates, and (3) implementing our steps on anti-racism and racial justice to ensure full, fair,

and equitable access to our Party for every Democrat.

RESOLUTIONS COMMITTEE

7.12 A proposed resolution must be forwarded to the Resolutions Committee. The Resolutions Committee shall receive and consider resolutions, edit them as necessary and forward them to the next meeting of the County Committee. It may attach a recommendation to the resolution at its discretion. It may also research, write, and propose resolutions on its own initiative.

AD HOC COMMITTEES

7.11 The County Committee or the County Chair shall create other ad hoc committees or task groups as needed, for example, to organize special events, or to develop resolutions at County Conventions. Ad hoc committees shall meet at the call of the committee Chair, KCDP Chair, or as directed by the County Committee.

ARTICLE 8 – CANDIDATES AND ENDORSEMENT

LIMITATION ON SUPPORT OF CANDIDATES

8.1 Only those officeholders and candidates who are members of the Michigan Democratic Party and of the KCDP shall be eligible to receive election assistance of any kind from the KCDP, including endorsement. Judicial officeholders and judicial candidates are exempt from this requirement.

ENDORSEMENTS

8.2 A motion to endorse a ballot proposal may be adopted by a majority of the County

KALAMAZOO COUNTY DEMOCRATIC PARTY BYLAWS

Committee members present and voting without prior notice.

8.3 A motion to endorse a candidate must be made at a meeting of the County Committee. A motion to endorse a candidate for any office will not be in order prior to the filing deadline for that office. At the following meeting of the Executive Committee, they may, at their discretion, attach a recommendation to the motion to endorse. The motion shall be forwarded to the County Committee membership along with the notice of the next meeting (5.5), at which the vote will be taken. Three-quarters of the members present and voting are required to endorse a candidate.

SUPPORT OF CANDIDATES IN PRIMARY OR OTHER ELECTIONS

8.4 A candidate for public office who is a member of both the MDP and KCDP has the right to scheduled use of the KCDP office at the Chair's discretion, and to place and distribute yard signs and literature at the office.

8.5 Only candidates who have been endorsed may be considered for allocation of KCDP funds or included in phone banks, robo-calls, slate literature or similar publicity sponsored by KCDP. Access to the VAN database is governed by the MDP.

ALLOCATIONS COMMITTEE

8.6 An ad hoc Allocations Committee will be appointed by the County Committee to allocate funds to candidates and campaigns in each election cycle.

ARTICLE 9 – AMENDMENT

RULES AND BYLAWS COMMITTEE ROLE

9.1 Proposed changes or amendments to these Bylaws shall first be referred to the Rules and Bylaws Committee, which shall report its recommendations at the next regular meeting of the County Committee or special meeting called for that purpose.

NOTICE OF PROPOSED AMENDMENTS

9.2 Proposed amendments to these Bylaws shall be sent by mail or electronic mail to all County Committee members at least ten (10) days prior to the date of the meeting at which a vote will be taken on the proposed change.

ADOPTION

9.3 The amended Bylaws may be adopted by a two-thirds (2/3) vote of a quorum of the County Committee.

9.4 These Bylaws shall be in full force and effect upon their adoption and shall supersede all bylaws, rules, motions, and policies of a contrary nature with the exception of the Rules of the Michigan Democratic Party.

9.5 Whenever amendments to the Bylaws are adopted, the Corresponding Secretary shall within thirty days submit the amended Bylaws to the Corresponding Secretary of the State Central Committee. The MDP shall maintain a public web page on the MDP website where the current bylaws of each MDP unit are posted.

ARTICLE 10 – SEVERABILITY

10.1 If any Bylaw is inconsistent with applicable Michigan law, that Bylaw shall be superseded by the applicable Michigan law, and the remaining Bylaws shall remain in effect.

KALAMAZOO COUNTY DEMOCRATIC PARTY BYLAWS

ARTICLE 11 – DISSOLUTION

11.1 In the event that the KCDP is dissolved all general funds and any other assets or holdings shall revert to the Michigan Democratic Party.

Adopted August 19,2021

Mariah Phelps, Chair

Wendy Flora, Recording Secretary

Exhibit 37



April 20, 2023

Mr. Matthew S. DePerno
DEPERNO LAW OFFICE, PLLC
951 W. Milham Avenue, PO Box 1595
Portage, Michigan 49081

RE: Precinct Delegates

Dear Mr. DePerno,

I represent the Kalamazoo County Clerk/Register of Deed's Office ("Clerk's Office") as Corporation Counsel. Please direct all communication from you or Ms. Sackett, intended for the Clerk's Office related to this matter to me.

It is my understanding your client, Ms. Sackett sought a meeting with the Kalamazoo County Clerk/Register and County Elections Coordinator. ("Clerk's Office") for an unstated purpose. You and Ms. Sackett then attended a March 8, 2023 meeting with the Clerk's Office. The purpose of the March 8, 2023 meeting was disclosed only at the actual meeting and involved you and Ms. Sackett seeking a mechanism for removal of precinct delegates of the Kalamazoo County Republican Party. The Clerk's Office directed you to the State Republican Party on this matter and advised you and Ms. Sackett at that time, and repeatedly since then, that the Clerk's Office is not empowered to remove a precinct delegate beyond the statutory language for handling a "written complaint," on two specific grounds, prior to the release of ballots for printing, which states in part,

If a written complaint is made to the county clerk with respect to the registration or bona fide residence, or both, of a candidate, the county clerk shall check with the township or city clerk of the township or city in which the candidate is registered or residing, or both...If the township or city clerk's report shows that the candidate is not a registered elector or a bona fide resident of the election precinct of the township or city for which the petition shows the candidate is a resident, the county clerk shall remove the name of the candidate from the ballot. A complaint received by the county clerk after ballots have been released for printing and before the primary election must not be acted upon.

MCL § 168.624(3); See also, MCL § 168.624a. The Clerk's Office received only one complaint on a precinct delegate candidate which was after ballots were released for printing with respect to the two statutory grounds, which include complaints regarding a candidates' registration or bona fide residence, as such, the Clerk's Office performed their statutory role to certify precinct

delegates and to notify candidates elected to precinct delegate positions of their election within seven (7) days after the primary election. The Clerk's Office also fulfilled the statutory obligation to, "record the names of the delegates elected in a book to be kept for that purpose..." and to "...file the book among the records of the clerk's office" pursuant to MCL § 168.608.

The Clerk's Office has no role in the removal of a precinct delegate beyond what is provided for in state statute which was communicated to you and to Ms. Sackett during the March 8, 2023 meeting. The Clerk's Office as such, referred you and Ms. Sackett to the Michigan Republican Party and the Kalamazoo County Republican Party bylaws and/or internal governing documents. The Clerk's Office also made clear it is their position that the removal of a precinct delegate and questions related to such action are matters of party governance and at this time, the Clerk's Office strongly reaffirms that position.

The Clerk's Office has now received email and mail correspondence from Ms. Sackett dated April 13, 2023 titled, "Kalamazoo County Republican Committee Delegates," that includes a letter from Ms. Sackett dated April 11, 2023 titled "Change in Precinct Delegate Status," to notify the Clerk's Office that seventeen (17) individuals named in the April 11, 2023 letter "...are no longer delegates with the Kalamazoo County Republican Party." The April 11, 2023 letter also requested that the County Clerk "[p]lease update [their] records to reflect these changes." The Clerk's Office will maintain a copy of the April 11, 2023 as part of the public record and meet all statutory obligations to maintain information regarding the names of the delegates elected pursuant to MCL § 168.608.

Additionally, as a final matter, the Clerk's Office wishes to address what appears to be miscommunication regarding the role of the Clerk's Office. The Clerk's Office is aware of allegations Ms. Sackett made statements, either directly or indirectly, that the Clerk's Office was involved, authorized, or confirmed the removal of the seventeen (17) precinct delegates identified in the April 11, 2023 letter. This misunderstanding has resulted in a major disruption to the work of the Clerk's Office through increased distressed telephone calls and an on-site presence on April 17, 2023 of precinct delegates alleging Ms. Sackett advised them the County Clerk authorized their removal.

This communication shall serve as official notice on behalf of the Kalamazoo County Clerk's Office that the County Clerk and the Clerk's Office had no role and shall have no role in the removal of any precinct delegates for any political party beyond the process provided for by state statute relating to the role of the County Clerk with respect to precinct delegates.

We believe this to be a misunderstanding as to the role of the Clerk's Office, however, to the extent you, Ms. Sackett or any other individual on behalf of the Kalamazoo County Republican Party has made or makes in the future any statement to the contrary that allege or infer, directly or indirectly that the Clerk's Office is in any way connected with the removal of any precinct delegate, please

be advised this misstates and misrepresents the role of the County Clerk and any such communications must cease.

Please feel free to contact me if you wish to discuss this matter.

Angelina M. Barnes

ANGELINA M. BARNES

Corporation Counsel

Kalamazoo County Government

PH: 612-812-6832

Email: ambarn@kalcounty.com

Cc: Office of the Kalamazoo County Clerk

Kalamazoo County Republican Party

ATTN: Ms. Kelly Sackett, Chair

1911 West Centre Avenue

Portage, Michigan 49024

Email: chair@kgop.us

Exhibit 38

CHAPTER 18 RECALL PROCESS

TABLE OF CONTENTS

Public Officials Subject to Recall.	1
Clarity/Factual Review	2
Preparation and Circulation of Recall Petition	4
Acceptance of Recall Petitions	6
Checking Recall Petition.....	7
Signature Challenges.....	9
Final Petition Review by County Clerk.....	10
Recall Election Candidates	10
Preparation and Production of Ballots.....	11
Canvass and Certification of Recall Election.....	11

PUBLIC OFFICIALS SUBJECT TO RECALL: All elective officers in the state, except judicial officers, are subject to recall by the voters of their districts. An officer who is being recalled may continue to perform the duties of his or her office until the result of the recall election is certified.

When a recall petition is filed against a local clerk or any other local public official responsible for handling duties associated with the administration of the recall election, the Michigan Election Law directs the county clerk to appoint “some other impartial public officer having knowledge of the election laws involved” to perform the duties. The Michigan Election Law further provides that a public officer appointed to handle the election related duties of a public official subject to recall “shall receive no additional compensation for his services.”

The Michigan Election Law states that a recall petition shall not be filed against an official 1) during the first six months or last six months of the officer’s term of office, if the term of office is two years or less; or 2) during the first and last years of the officer’s term of office, if the term of office is more than two years.

CLARITY/FACTUAL REVIEW: The Michigan Election Law requires the Board of State Canvassers (for state and county-level offices, except for County Commissioners) or County Election Commission (for all other offices) to review the language of a recall petition to determine it is factual and of sufficient clarity *before* the petition is circulated. Thus, a “clarity/factual review” is the starting point of each and every recall effort launched in Michigan. Clarity/factual review proceeds as follows:

Filings and Submission Barred During Certain Time Periods:

- Petition Submission for Clarity/Factual Hearing: Recall petition language cannot be submitted to the Board of State Canvassers or Board of County Election Commissioners for clarity/factual review during the first and last six months of the official’s term of office.
- *Petition Filing Limits for Specific Offices:*
 - *Officials Serving Term of Office for Two Years or Less:* Recall petition cannot be filed during the first and last six months of the term of office (MCL 168.951(1), 168.952b).
 - *Officials Serving Term of Office for More than Two Years:* Recall petition shall not be filed during the first and last year of the term of office (MCL 168.951(1)).

Sponsors of a recall effort submit the petition language to the Board of State Canvassers for state and county-level offices (except County Commissioner); or the County Election Commission established in the *county where the officer resides* (for all other offices). The County Election Commission is composed of the county clerk, county treasurer and chief judge of probate. The reasons must appear on a recall petition form. The individual submitting the recall language must be registered to vote in the electoral district represented by the officer. (A separate submission must be made for each officer whose recall is sought.)

Recall Petitions Filed at the County Level: The Commission member accepting the petition language issues a receipt to the filer of the language. The receipt shows the date of the filing and the filer’s name, address, and phone number. The Commission member retains a copy of the receipt for the Commission’s records.

Notification Requirements and Scheduling of Meeting: Within three business days after a member of the County Election Commission receives a recall petition from a filer, the Commission must notify the officer whoserecall is sought of 1) the filing of the petition language and the date of the filing; 2) the contents of the petition language; and, 3) the time, date and place of the Commission’s meeting to review the language

for clarity and factuality. Official notice of the time, date and place of the Commission's meeting is also sent to the filer of the language. (Scheduling of the Commission's meeting is discussed below.)

- Notices may be sent by first-class mail. E-mail notices are recommended if the filing official has the e-mail address of the officer whose recall is sought and the filer. Mailed notices must be postmarked before the three-day period allowed for notification expires. County clerks who use first-class mail to comply with the notification requirement should sign and keep on file an affidavit which affirms that the notices were issued as required.
- The Commission is required to meet *sometime between the 10th and 20th calendar (not business) day after the filing of recall language* to conduct the review.
- Notice of the scheduled meeting must be posted at least 18 hours in advance of the meeting to comply with the Open Meetings Act.
- Two Commission members must be present at a meeting to transact business.

Conduct of Meeting: When the required meeting is held, the function of the Commission is to “determine whether each reason for the recall stated in the petition is factual and of sufficient clarity to enable the officer whose recall is sought and the electors to identify the course of conduct that is the basis for the recall.” The officer whose recall is sought and the sponsors of the petition may appear at the meeting and present arguments on the clarity and factual nature of the petition language. The Michigan Election Law states that each reason for the recall “shall be based upon the officer’s conduct during his or her current term in office.”

- The Commission does *not* have the authority to rule on whether the petition includes *good* reasons for recall, as only the clarity and the *factual nature* of the recall language is subject to the Commission’s review.
- The Michigan Election Law states that “if any reason for the recall is not factual or of sufficient clarity, the entire recall petition shall be rejected.” (MCL 168.952(3)).
- After the meeting, the members of the Commission must provide a copy of their determination on the clarity and factual nature of the recall language to the filer of the language and the officer whose recall is sought. If the Commission approves the recall language, a copy of the approved language must be forwarded to the filing official who will later receive the signed recall petition sheets.

- Failure of the Commission to hold the required review meeting by the 20th day after the submission of a recall petition constitutes a determination that the language is sufficiently clear and factual. The Commission may *not* use this provision to avoid its responsibility to hold a clarity/factual review.
- NOTE: After filing a recall petition and after a recall election, no additional recall petitions may be filed against the same incumbent of that office during the term for which he or she is elected.

Appeal Process: The Commission's ruling on the clarity and factual nature of the recall language may be appealed, either by the officer whose recall is sought or by the sponsors of the recall petition, to the Circuit Court in the county where the clarity/factual determination was made. The appeal must be filed within 10 days after the Commission's determination.

If a determination by the Commission is appealed, the recall petition is not valid for circulation and shall not be circulated until a determination of whether each reason is clear and factual is made by the Circuit Court, or until 40 days after the date of the appeal, whichever is sooner. A petition is not valid for circulation if at any time a Circuit Court determines that each reason on the recall petition is not sufficiently clear and factual.

If the Commission fails to meet to review the clarity and factuality of the language by the 20th day after the filing of the language, an appeal may be filed on the 21st day through the 30th day after the filing of the language.

A recall petition is valid for 180 days after either of the following, **whichever occurs later:**

- Clarity/factuality approval by the Commission
- Clarity/factuality approval by the Circuit Court (if Commission decision is appealed), or 40 days after the date of appeal.

PREPARATION AND CIRCULATION OF RECALL PETITIONS: As soon as the County Election Commission approves the petition for clarity/factuality and any appeal to Circuit Court has concluded (or 40 days have elapsed since the filing of the appeal), the petition sponsors are free to circulate their petition.

The Petition Form: Recall petitions must conform to the specifications prescribed by the Secretary of State.

- There are two types of recall petition forms approved for use: one form is designed for the recall of state, city, township and school officers; the other form is designed for the recall of village officers. The county clerk is required to supply blank recall petition forms upon request.
- A separate petition must be circulated for each officer who is being recalled.
- The reasons for the recall printed on the recall petition must be the reasons approved by the County Election Commission.

Circulation of Recall Petitions: Recall petitions are circulated within the district represented by the officer whose recall is sought.

- Circulators of recall petitions must be at least 18 years of age and a citizen of the United States. A circulator of a recall petition does not have to be registered to vote.
- Before a recall petition can be circulated, the circulator must complete the “heading” of each petition sheet by filling in 1) the county and city or township where the sheet will be circulated, or 2) the village where the sheet will be circulated. The sheet may not be circulated outside of the county, city, township or village specified in the heading. (NOTE: Recall petitions must not be circulated on a “countywide” basis.) The circulator must also include in the heading the name of the officer whose recall is sought, the title of the office, and the office district (if appropriate).
- A circulator must *not* leave a recall petition unattended in a public place; all signatures must be signed in the presence of the circulator.
- The circulator must complete and date the “circulator’s certificate” on the petition sheet after gathering the last signature he or she intends to collect on the sheet. Signatures on a sheet which are dated after the date on the circulator’s certificate are not counted.

Signers of Recall Petitions: Signers of recall petitions must be registered to vote in the electoral district of the official whose recall is sought.

- Each signer must list his or her signature, address, zip code and the date of signing. If the recall petition is circulated within a city or school district that crosses county lines, each signer must be instructed to execute his or her signature on a petition sheet bearing the name of his or her county of residence in the heading.
- All signatures must be signed in the presence of the circulator.

- A signer is not permitted to sign for anyone else. For example: an individual may not sign for his or her spouse.

Number of Signatures Required: The number of signatures needed to trigger a recall election is 25 percent of the votes cast in the officer's district for *all* candidates for the office of Governor in the last gubernatorial election. Upon written request, the county clerk is required to supply the minimum number of valid signatures needed on the petition. The figure must be calculated and delivered to the requestor within five days after the county clerk's receipt of the request. (If the fifth day falls on a Saturday, Sunday or holiday, the county clerk has until the following business day to honor the request.)

Signature "Ripeness": Signatures on a recall petition dated more than 60 days before the filing of the petition are invalid.

ACCEPTANCE OF RECALL PETITIONS: After the sponsors of a recall effort have collected more than the required number of signatures on their petition, the petition filing takes place.

Filing Location: Petitions seeking the recall of the following officers are filed with the *county clerk* of the county in which the *greatest number of registered voters in the electoral district reside*: county commissioners; township, city and village officers; and school officials.

Petitions seeking the recall of the following officers are filed with the *Department of State's Bureau of Elections*: State Senator; State Representative; elective state officers (except Secretary of State); and elective county officers (except county commissioners). Recall petitions seeking the recall of the Secretary of State are filed with the Governor.

Time of Filing: As stated earlier, Michigan election law states that a recall petition must not be filed against an official 1) during the first six months or last six months of the officer's term of office, if the term of office is two years or less; or 2) during the first and last years of the officer's term of office, if the term of office is more than two years.

Supplemental Filings Not Permitted: The petition must be complete when it is filed; the filer cannot submit additional petition sheets at a later hour or date.

Notification of Officer: The county clerk must notify the officer whose recall is sought of the filing of the recall petition. If the officer can be contacted by phone, the county clerk should immediately call after the filing has been made. Written notification by e-mail or mail (e-mail recommended if available) must be forwarded to the officer no later than the

business day following the date of the filing. The written notice must 1) include the date of the filing 2) inform the officer of the right to examine the petition and purchase copies if desired and 3) inform the officer of the right to challenge signatures on the petition and the deadline for signature challenges.

CHECKING RECALL PETITION

Preliminary Check by County Clerk: As soon as a recall petition is filed, the county clerk has seven *calendar* days to examine it to determine 1) if the petition is in the proper form and 2) the number of signatures contained on the petition sheets.

- The county clerk does not count any signatures on a petition sheet if:
 - 1) The form of the petition is improper.
 - 2) The circulator's certificate is not filled in or is improperly completed. (A circulator's certificate which does not include a zip code or contains an improper zip code is acceptable.)
 - 3) The heading is not filled in or is improperly completed.
 - 4) The sponsor's language on the sheet differs from the language approved and forwarded by the County Election Commission responsible for the clarity/factual review.
- The county clerk does not count *individual signatures* on a petition sheet if:
 - 1) The signer did not enter his or her complete address or the date of signing. (A signature which does not include a zip code or which shows an improper zip code is acceptable.)
 - 2) The signer dated the signature after the date appearing on the circulator's certificate.
 - 3) The signature was obtained before the date the County Election Commission approved the recall language.
 - 4) The signature was obtained more than 60 days before the date the recall petition was filed.
 - 5) The signer used ditto marks in the address entry or the date entry. (Ditto marks are acceptable in the zip code entry.)
 - 6) The signer's residential address or the date of signing appears to have been entered by someone other than the signer. (This standard does not apply to the zip code entry.)

- One or more “invalid” signatures on a petition sheet do not affect other “valid” signatures on the sheet; “valid” signatures are always counted.

After the Completion of the Preliminary Check: If the form of the petition is improper or the petition lacks the minimum number of signatures needed to trigger a recall election, the county clerk notifies the sponsor of the recall effort in writing of the insufficiency of the petition. Copies of the notice are sent to the officer whose recall was sought.

If the form of the petition is proper and the petition thus far appears to contain the minimum number of signatures needed to trigger a recall election, the county clerk has the option to perform the registration checks or to forward the petition sheets to the clerk of the city, township or village where the sheets were circulated. To maintain the consistency of the process, the county clerk may wish to perform the registration check in-house and send only those signatures in question to the local clerk to be resolved at the local level.

When forwarding petition sheets to local clerks, the county clerk:

- 1) Sends the original petition sheets. (A copy of the petition is secured in the county clerk’s office.)
- 2) Instructs the clerks to check the registrations of the circulators of the sheets and the signers *who were not eliminated in the preliminary check*. (Invalid signatures can be indicated by “coding” them along the left-hand margin of the petition sheet.)
- 3) Instructs the clerks to complete the “Clerk’s Certificate” on the reverse side of each petition sheet after making the registration checks required on the sheet.
- 4) Advises the clerks of the period of time they are allowed by law to complete the registration checks (see below.)

Upon receiving the petition sheets, the local clerk checks to see if the signers and circulators of the petition are properly registered. (NOTE: If the officer’s district covers more than one city or township, the county clerk divides the sheets and forwards them as necessary. Petition sheets are *not* sent to school districts for registration checks; registrations on petitions seeking the recall of school officials are checked by city and township clerks.)

Registration Checks: Local clerks are required to verify that each signer was registered to vote in the proper jurisdiction on the date of signing within 15 days after the receipt of the petition sheets. The checks may be made against the jurisdiction’s original registration records or against the jurisdiction’s QVF list (QVF is recommended). When making the registration checks the local clerk places check marks

before the names of signers and circulators who are 1) registered voters of the city or township; 2) residents of the electoral district of the official whose recall is sought, and; 3) were not eliminated by the county clerk under the preliminary check.

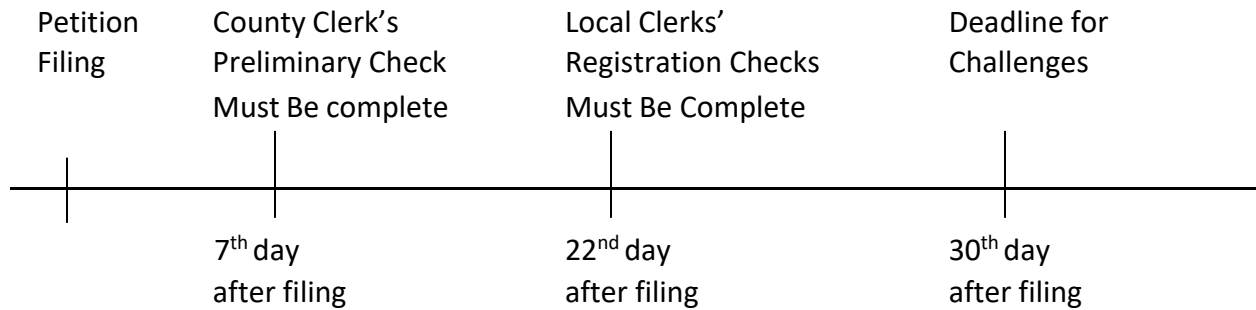
After making the checks required on a petition sheet, the local clerk completes the "Clerk's Certificate" on the reverse side of the sheet. After the signatures on all petitions have been checked, the local clerk returns the sheets to the county clerk.

SIGNATURE CHALLENGES: The officer whose recall is sought may challenge 1) the authenticity of a signature on the recall petition or 2) the registration of an elector whose name appears on the recall petition. Challenges must be submitted in writing within 30 days after the date the petition was filed to the county clerk who accepted the filing. A challenge must contain specific reference to the signature(s) being questioned on the petition.

Upon receiving a written signature challenge from the officer involved, the county clerk:

- 1) Forwards each challenged signature, *not already excluded from the signature count*, to the appropriate city or township clerk.
- 2) Instructs the city or township clerk to check the challenged signatures against the jurisdiction's registration records. (The checks may be made against the jurisdiction's original registration records or against the jurisdiction's QVF list. If the authenticity of a signature is questioned under a challenge, the clerk must compare the signature on the petition against the signature appearing on the signer's original registration record.)
- 3) Asks for immediate return of the result of the signature checks. (Local clerks must put their findings *in writing*. The county clerk may wish to design and provide a form for this purpose.)

An officer whose recall is sought may inspect the recall petition and the registration record as soon as the petition is filed to determine whether he or she wishes to file signature challenges. In addition, Michigan Election Law states that an officer whose recall is sought must have at least eight *calendar* days after the local clerks complete the initial registration checks to review the clerks' findings and file challenges if desired. As shown by the timeline illustrated below, the deadlines set for the county clerk's preliminary check of the petition and the local clerks' initial registration checks must be met to provide the officer with the minimum eight days allowed for a final review for challenges.



FINAL PETITION REVIEW BY COUNTY CLERK: After the city and township clerks have returned all petition sheets to the county clerk – and all signature challenges have been resolved – the county clerk reviews the recall petition a final time to determine if it contains the minimum number of valid signatures needed to initiate a recall election. The county clerk’s final review must take place on or before the 35th day after the petition filing date.

- If the recall petition does not have the minimum number of valid signatures required, the county clerk notifies the sponsor of the recall effort of the insufficiency of the petition. Copies of the notice are kept in the county clerk’s files and sent to the officer involved.
- If the recall petition contains the minimum number of valid signatures required, the election official with whom the recall petition was filed must call a special election to be conducted on the next regular election date that meets the following criteria: 1) is at least 95 days after the date the recall petition was filed, and 2) falls on the May or November regular election date.

RECALL ELECTION CANDIDATES

- The Michigan Election Law provides for a single recallelection to fill the partial (remaining) term of office for the official subject to the recall, with the incumbent automatically made a candidate in the election unless he/she withdraws within 10 days after the filing of the recall petition. There is one election and the candidate who receives the highest vote total becomes the elected candidate.
- If the recall election involves a partisan office, nominations for the recall election are made by the county political party committee specified by law (MCL 168.973a). If the incumbent candidate

declines to be a candidate at the recall election, the incumbent's political party must nominate a candidate for that office.

- If the recall election involves a nonpartisan office, candidates seeking election in the recall election must file a nonpartisan nominating petition containing at least 10 percent of the required number of signatures for the electoral district (MCL 168.544f or 168.303 [school board]) or a \$100 filing fee. Non-partisan petitions or a filing fee must be filed by 4:00 p.m. on the tenth day after the call for the recall election MCL 168.972.
- The party nominations must be filed by 5:00 p.m. on the tenth day after the call for the recall election. A primary is *not* held.
- A candidate without political party affiliation who wishes to seek a partisan office can gain access to the recall election ballot by filing a qualifying petition. The petition must be filed with the appropriate filing official by 5:00 p.m. on the tenth day after the call for the recall election. The petition must contain at least 10% of the number of signatures required under MCL 168.544f.

PREPARATION AND PRODUCTION OF BALLOTS

- The County Election Commission of each county where the recall election will be conducted is responsible for the production of the ballots.
- In all cases, the counties, cities and townships involved in the conduct of the recall election must bear the costs of the election. The costs are not subject to reimbursement by the state.

CANVASS AND CERTIFICATION OF RECALL ELECTION

- The *Board of State Canvassers* is responsible for canvassing and certifying a recall primary and recall general election involving a state officer or county officer (except county commissioner).
- Special recall elections involving a county commissioner or any other local officer are canvassed and certified on the county level.
- The candidate receiving the highest number of votes in the recall election is elected for the remainder of the term.

NOTE: An additional detailed summary of the major steps and timelines involved in the recall process is available on the Bureau of elections website at www.michigan.gov/elections, under Election Administrator Information.

Exhibit 39

STATE OF MICHIGAN
COURT OF APPEALS

MICHAEL WILLIAMS,

Plaintiff-Appellant/Cross-Appellee,

v

NEW WORLD COMMUNICATIONS OF
DETROIT, INC., d/b/a WJBK-TV, and ROB
WOLCHEK,

Defendants-Appellees/Cross-
Appellants.

UNPUBLISHED
February 21, 2012

No. 301154
Wayne Circuit Court
LC No. 09-020833-NZ

Before: OWENS, P.J., and JANSEN and MARKEY, JJ.

PER CURIAM.

In this defamation and invasion-of-privacy action, plaintiff appeals by right the circuit court's grant of summary disposition in favor of defendants. Defendants cross-appeal the circuit court's denial of their request for sanctions under MCR 2.114, MCR 2.625, and MCL 600.2591. We affirm in full.

Plaintiff wrote and self-published a book to commemorate the 2008 election of President Barack Obama. Plaintiff retained the services of Select Graphics, a southeast Michigan printing company, to print his book. When plaintiff failed to pay Select Graphics for the printing services that it had rendered, Select Graphics commenced a lawsuit against him in the Wayne Circuit Court. Defendant WJBK-TV learned of the existence of this lawsuit and decided to broadcast a story concerning plaintiff and his book. WJBK-TV reporter Rob Wolchek interviewed Diane Angelosante, one of the co-owners of Select Graphics. During an on-camera interview, Angelosante informed Wolchek that plaintiff had not paid for the printing of his book and that plaintiff had "promptly" written "a bad check" to the company. WJBK-TV broadcast the interview with Angelosante on July 9, 2009, and inducted plaintiff into its "Hall of Shame" at that time. The central theme of the television broadcast was that although plaintiff had been promoting his book as a great success, he had not even paid the book's printer.

On August 24, 2009, plaintiff sued defendants WJBK-TV and Rob Wolchek in the Wayne Circuit Court, setting forth claims entitled "defamation" and "invasion of privacy." Plaintiff alleged that certain unknown employees of WJBK-TV, one of whom had represented herself as a Wayne State University journalism student, had "ambushed" him at a Cobo Hall

tradeshow and an area grocery store in order to obtain footage of him. According to plaintiff, the reporters who “ambushed” him did not identify themselves as employees of WJBK-TV. Thereafter, plaintiff allowed Wolchek to interview him at his home. Wolchek surreptitiously obtained additional footage of defendant during this subsequent interview. Plaintiff alleged that defendants later broadcast the footage that they had obtained in an effort to “falsely portray [him] as someone who would avoid responsibility for his actions.”

Plaintiff alleged that WJBK-TV’s “Hall of Shame” report of July 9, 2009, contained “numerous false statements about plaintiff, including but not limited to the statement that after [Angelosante] delivered the books to plaintiff, plaintiff ‘promptly wrote her a bad check and took off on a press tour.’” Plaintiff asserted that WJBK-TV’s “Hall of Shame” report had been maliciously broadcast without regard for the truthfulness of its contents. He also asserted that, because it is a criminal offense to write a bad check, defendants had falsely and maliciously accused him of a crime, thereby committing defamation per se.

On March 15, 2010, defendants moved for summary disposition pursuant to MCR 2.116(C)(10). According to defendants, plaintiff had previously written numerous checks that were dishonored for non-sufficient funds (“NSF”), including several written to Select Graphics. Indeed, an official from plaintiff’s credit union testified at her deposition that plaintiff wrote 98 checks between May 2008 and August 2009 that were initially dishonored for non-sufficient funds. Of these 98 checks, 65 of them never cleared. Moreover, plaintiff admitted at his own deposition that he had written NSF checks to Select Graphics in the past.¹ Defendants attached photocopies of several checks written by plaintiff to Select Graphics that were returned and stamped “Not Sufficient Funds.” Given plaintiff’s own admission that he had written NSF checks to Select Graphics in the past, defendants argued that their “Hall of Shame” report was substantially true and that plaintiff’s complaint against them was frivolous. Defendants requested sanctions, including their attorney fees, under MCR 2.114, MCR 2.625, and MCL 600.2591.

In response, plaintiff argued that even though he had written several NSF checks to Select Graphics in the past, he had not paid for the printing of his Obama book with a bad check. He explained that at least one of the checks he had written for the printing of the Obama book was dishonored because of an error by his credit union—*not* because of insufficient funds. Plaintiff also opposed defendants’ request for sanctions, arguing that his defamation action was not frivolous or intended to harass or embarrass defendants.

On April 2, 2010, the circuit court held oral argument and took the matters under advisement. On October 26, 2010, the circuit court issued a thorough and detailed opinion and order granting defendant’s motion for summary disposition and denying defendants’ request for sanctions. The court ruled that even if there had been some minor inaccuracies in defendant’s “Hall of Shame” report, the broadcast had been substantially true and was not actionable in

¹ Specifically, plaintiff admitted that some of the checks he had written to Select Graphics in the past had “bounce[d].” Plaintiff also testified that he could not confirm whether he had paid Select Graphics in full for all the work it had completed.

defamation. The court further ruled that plaintiff's defamation action, while ultimately unsuccessful, was neither frivolous nor intended to harass, and was not devoid of arguable legal merit at the time it was filed.

We review de novo the circuit court's decision to grant a motion for summary disposition. *Spiek v Dep't of Transportation*, 456 Mich 331, 337; 572 NW2d 201 (1998). We review for clear error the circuit court's determination whether to impose sanctions under MCR 2.114. *Guerrero v Smith*, 280 Mich App 647, 677; 761 NW2d 723 (2008). We similarly review for clear error the circuit court's decision whether to impose sanctions under MCR 2.625 and MCL 600.2591. *In re Costs & Attorney Fees*, 250 Mich App 89, 94; 645 NW2d 697 (2002).

On appeal, plaintiff argues that the circuit court erred by ruling that WJBK-TV's "Hall of Shame" report was substantially true and not maliciously broadcast without regard for the truth of its contents. In addition, plaintiff contends that defendants' broadcast constituted defamation per se because it effectively accused him of having committed a criminal offense, and that the television broadcast "was not privileged." He further contends that defendants invaded his privacy when they pursued him and attempted to film him at a Detroit tradeshow, an area grocery store, and his home. Defendants argue that the circuit court improperly denied their request for sanctions. They contend that the court clearly erred by finding that plaintiff's defamation action was not frivolous, intended to harass, or devoid of arguable legal merit.

As noted earlier, the circuit court issued a thorough and detailed opinion and order in this case. The circuit court thoughtfully and cogently addressed the merits of plaintiff's claims and defendants' request for sanctions. We set forth at length Judge MacDonald's excellent analysis, which we adopt as our own:

I. Introduction

On July 9, 2009, Defendants WJBK-TV and reporter Rob Wolchek broadcast a story, as part of WJBK's "Hall of Shame" series, regarding a business dispute between Michael Williams and Select Graphics Corporation, the printer of a book Mr. Williams had self-published. The story alleged that Mr. Williams had not paid Select Graphics for its services and included an interview with the owner/principal of the company, Diane Angelosante, who alleged that Mr. Williams owed her almost \$50,000 in printing costs and wrote her several bad checks, producing seven checks to reporter Wolchek that had been returned for non-sufficient funds (NSF).

On August 24, 2009, Plaintiff Williams filed this libel action, alleging that the "Hall of Shame" story was false and defamatory. Defendants moved for summary disposition pursuant to MCR 2.116(C)(10). After a hearing on April 2, 2010, the Court took the motion under advisement.

II. Background Facts

Michael Williams and his companies, Poster Kraze and Retail City Dot Com, have done business with Select Graphics Corporation for a number of years, most recently and most consistently between the approximate dates of June 11,

2008 and March 11, 2009. In particular, Plaintiff engaged the services of Select Graphics in late 2008 to print a book that he was self-publishing about the election of President Obama.

On June 24, 2009, Select Graphics filed a lawsuit against Michael Williams and his companies alleging that they owed Select Graphics \$49,104, to which Mr. Williams responded with a counterclaim alleging that Select Graphics'[s] printing work was late and poorly done and that the company profited from selling some of the books without paying Mr. Williams. A statement of account attached to Select Graphic[s]'s complaint in that case indicates two unpaid invoices for \$1,315 and \$25,988, with a returned check fee of \$35 for each, dated March 10, 2009 and March 19, 2009, respectively.

After being contacted by Ms. Angelosante and then contacting Mr. Williams, Defendants decided to induct Mr. Williams into their "Hall of Shame." Since the broadcast, the segment remains available for viewing on the station's website.

III. Standard of Review

MCR 2.116(C)(10) provides for summary disposition when there is no genuine issue regarding any material fact, and the moving party is entitled to judgment as a matter of law. A trial court may grant a motion for summary disposition under MCR 2.116(C)(10) if the pleadings, affidavits and other documentary evidence, when viewed in a light most favorable to the non-moving party, show that there is no genuine issue with respect to any material fact. *Quinto v Cross & Peters Co*, 451 Mich 358, 362; 547 NW2d 314 (1996), citing MCR 2.116(G)(5). "A genuine issue of material fact exists when the record, giving the benefit of reasonable doubt to the opposing party, leaves open an issue upon which reasonable minds might differ." *West v Gen Motors Corp*, 469 Mich 177, 183; 665 NW2d 468 (2003). A court may not make factual findings or weigh credibility in deciding a motion for summary disposition. *Skinner v Square D Co*, 445 Mich 153, 161; 516 NW2d 475 (1994).

Summary disposition is an essential tool courts must use to protect First Amendment rights. [*Ireland v Edwards*, 230 Mich App 607, 613; 584 NW2d 632 (1998).] Although the proffered evidence must be viewed in the light most favorable to the nonmoving party, in cases involving constitutionally protected discourse, a reviewing court is required to make an independent examination of the record to ensure against forbidden intrusions into the field of free expression. *Rouch v Enquirer & News of Battle Creek (Rouch II)*, 440 Mich 238, 253[-254]; 487 NW2d 205 (1992).

IV. Law

To establish a claim of libel, Plaintiff must demonstrate (1) a false and defamatory statement concerning the plaintiff, (2) an unprivileged communication

to a third party, (3) fault amounting to at least negligence on the part of the publisher, and (4) either actionability of the statement irrespective of special harm or the existence of special harm caused by publication. [*Id.*] at 251.

In addition to satisfying Michigan's common-law requirements for a libel cause of action, a litigant must comply with constitutional requirements. . . . [A]nalysis under the constitution has focused on three elements: "the public- or private-figure status of the plaintiff, the media or nonmedia status of the defendant, and the public or private character of the speech."

Id. at 251-252 (citations omitted).

It also is well settled that truth is an absolute defense to an action for defamation, even where the speaker is motivated by personal animus. *Rouch v Enquirer & News (Rouch I)*, 427 Mich 157, 203-206; 398 NW2d 245 (1986)[.] Moreover, "truth" need only mean substantial truth. Thus, as long as the "gist" or "sting" of the statement is substantially true, the defendant is not liable provided the inaccuracy "does not alter the complexion of the charge and would have no different effect on the reader than that which the literal truth would produce" *Fisher v Detroit Free Press*, 158 Mich App 409, 414; 404 NW2d 765 (1987)[.] Minor inaccuracies are considered immaterial. *Duran v Detroit News*, 200 Mich App 622, 633; 504 NW2d 715 (1993).

V. Analysis

In this case, Plaintiff alleges that the July 9, 2009, "Hall of Shame" episode contains "numerous false statements" but that "the most significantly damaging" was Diane Angelosante's statement that after she delivered the books to Plaintiff, Plaintiff "promptly wrote her a bad check and took off on a press tour." Plaintiff contends that because it is a crime in Michigan to write a bad check, Defendants falsely charged Plaintiff with criminal activity, thereby committing defamation per se.

Plaintiff does not dispute that over the course of his business relationship with Select Graphics, he wrote at least seven checks to the company that were returned for non-sufficient funds, four of which were written in 2008 and one in 2009. Plaintiff believes it significant that between the NSF check he wrote to Select Graphics in November 2008, and the NSF check in March 2009, his checks to the printing company were "good." He also contends that the returned March 2009 check was the result of bank (credit union) error and therefore not his fault and that he continued to pay the company with good checks thereafter.

Plaintiff appears to be arguing that during the period involving the printing of his book, which he says was the subject of the Hall of Shame segment, Plaintiff's checks to Select Graphics cleared, except for one check in March 2009 which was incorrectly held by the bank. The business relationship between

Plaintiff and Select Graphics that pre-dates the printing of the book, Plaintiff argues, is unrelated and irrelevant, no matter how many NSF checks Plaintiff wrote to the company. In addition, Plaintiff asserts that Defendants were not reporting about and indeed were unaware of Plaintiff's "unrelated history" of writing NSF checks to Select Graphics or anyone else. Therefore, Plaintiff argues, Defendants should not be allowed to benefit, i.e. to escape liability, based on their after-the-fact discovery.

As emotionally sympathetic as this argument may be, it simply is not supported by the law. In this case, Diane Angelosante's statement on the "Hall of Shame" segment seemingly indicates that Plaintiff knowingly, or at least through some fault of his own, wrote her a check for book-printing costs that he lacked funds to cover. Technically, it is accurate that the March 2009 check did not clear. Angelosante's statement gives the impression that it was Plaintiff's fault[,] which is inaccurate as it was Credit Union error that was the cause.

However, in light of the fact that Plaintiff previously had written NSF checks to Select Graphics, Angelosante's statement is substantially true. The gist or sting of the statement is that Plaintiff wrote a bad check to Angelosante's company which is true. The "inaccuracy" that it was neither the most recent check nor a check related to printing costs for the book "does not alter the complexion of the charge" and would have no different effect on the viewer than that which the literal truth would produce. In fact, the effect on the viewer of learning the literal truth, i.e. that Plaintiff previously had written seven NSF checks to Angelosante's company, might have been far more negative than learning of one NSF check, even if that one check was neither Plaintiff's fault nor related to the printing of Plaintiff's book. See *Koniak v Heritage Newspapers (On Remand)*, 198 Mich App 577[, 580-581]; 499 NW2d 346 (1993) (an erroneous story reporting that a man had been charged with thirty to fifty rapes was substantially true and had the same effect on the reader as a literally accurate account of six rapes would have had).

Similarly, reporter Wolchek's use of the word "promptly," as in "promptly wrote her a bad check," is legally irrelevant because as long as the check was "bad," whether it was written immediately or several weeks later is immaterial to its substantial truth.

It is also the law in Michigan that reporting matters of public record is statutorily privileged and therefore unactionable. MCL 600.2911(3) provides:

Damages shall not be awarded in a libel action for the publication or broadcast of a fair and true report of matters of public record, a public and official proceeding or of a governmental notice, announcement, written or recorded report or record generally available to the public, or act or action of a public body, or for a heading of the report which is a fair and true headnote of the report.

To be “fair and true,” a report need only be substantially accurate rather than literally accurate, and journalists are not expected to be lawyers when reporting on legal matters. *Koniak*, [198 Mich App] at 583. Nor are reporters required to have reviewed the public record themselves in order for the privilege to apply, so long as the news report is consistent with the public record. *Nichols v Moore*, 396 F Supp 2d 783, 789 (ED Mich, 2005).

The case law consistently holds that factual accuracy is not required. Provided the gist of the allegedly libelous statement is accurate and the literal truth would have no appreciably different effect on the intended audience (reader, viewer, listener), the statement is not actionable in libel. *Rouch II*, [440 Mich at 269-271] (privilege applied to false published statement that plaintiff had been charged with crime when he was only arrested and later released without ever being formally charged); *Koniak*, [198 Mich App at 582-583] (story reporting plea of “no contest” which was taken under advisement and later dismissed was substantially the same as reporting a “conviction”).

In this case, reporter Wolchek’s report on the collection lawsuit against Plaintiff, including the two NSF returned check fees, was substantially accurate regardless of the literal truth of the allegations or the outcome of the underlying lawsuit, and finds further support in Plaintiff’s deposition admission that he did write NSF checks to Select Graphics.

Plaintiff’s complaint also includes an invasion of privacy count, supported by the same factual allegations as the libel claim. Thus, Plaintiff alleges that Defendants intruded into his private affairs and disclosed embarrassing private facts when they interviewed him “under false pretenses” by sending an interviewer who identified herself as a Wayne State University journalism student and when they “ambushed” Plaintiff while he was shopping at a grocery store near his home. In a third instance, Plaintiff apparently invited Mr. Wolchek to his residence to show him proof of payments to Select Graphics on condition that the meeting not be filmed but then refused the meeting when Wolchek appeared with cameramen and equipment in tow.

In *American Transmissions Inc v Channel 7 of Detroit Inc*, 239 Mich App 695[, 708-709]; 609 NW2d 607 (2000), the [C]ourt held that while the person posing as a transmission customer may have misrepresented her purpose, she did not invade private space where she entered only those areas of the shop that were open to anyone looking for transmission repair services and did not reveal the intimate details of anyone’s life when she videotaped a professional discussion between one of the shop’s employees and herself.

Similarly, in this case, Plaintiff was interviewed by the journalism student in Cobo Hall in one instance and approached on a public street in another, as well as having agreed to meet the reporter at Plaintiff’s home. The attempts to talk to Plaintiff were made in relation to a book he published and was marketing to the public. Neither the self-published book nor the lawsuit that was filed against

Plaintiff by Select Graphics involved private matters. See *Porter v City of Royal Oak*, 214 Mich App 478, 489; 542 NW2d 905 (1995) (public disclosure of private facts does not include matters already part of the public record or otherwise open to the public eye).

Finally, while Defendants' motion for summary disposition is granted, Defendants' request for sanctions must be denied. Defendants argue that Plaintiff's refusal to be educated in either the law (libel actions being disfavored as a tool to protect First Amendment rights) or the facts (evidence of Plaintiff's bad checks) merits an award of sanctions and attorney fees, pursuant to MCR 2.625(A) and MCR 2.114, as yet another means of discouraging frivolous libel actions.

MCR 2.625(A)(1) allows the court to award costs to the prevailing party unless otherwise prohibited by statute or court rule. MCR 2.625(A)(2) provides that, "if the court finds on motion of a party that an action or defense was frivolous, costs shall be awarded as provided by MCL 600.2591." MCL 600.2591 provides that "[u]pon motion of any party, if a court finds that a civil action or defense to a civil action was frivolous, the court that conducts the civil action shall award to the prevailing party the costs and fees incurred by that party in connection with the civil action by assessing the costs and fees against the nonprevailing party and their attorney." MCL 600.2591(3) defines "frivolous" as meeting one of the following conditions:

- (i) The party's primary purpose in initiating the action or asserting the defense was to harass, embarrass, or injure the prevailing party.
- (ii) The party had no reasonable basis to believe that the facts underlying that party's legal position were in fact true.
- (iii) The party's legal position was devoid of arguable legal merit.

The determination whether a claim is frivolous must be based on the circumstances at the time the claim was asserted. *Jericho Constr, Inc v Quadrants, Inc*, 257 Mich App 22[, 36]; 666 NW2d 310 (2003).

MCR 2.114(E) provides for the imposition of sanctions as a means of deterring parties and attorneys from filing pleadings or asserting claims that have not been sufficiently investigated or which are intended to serve an improper purpose. *FMB-First Michigan Bank v Bailey*, 232 Mich App 711[, 719]; 591 NW2d 676 (1998). Whether the inquiry was reasonable is determined by an objective review of the effort taken to investigate the claim before filing suit. *Attorney Gen v Harkins*, 257 Mich App 564[, 576]; 669 NW2d 296 (2003).

It remains unclear in this case why the WJBK "Hall of Shame" targeted Michael Williams and his self-published book about press coverage of President

Obama's election victory and what harm the station sought to remedy. Certainly, the lawsuit filed against Mr. Williams to collect outstanding printing fees redressed Select Graphics Corporation's monetary damages more effectively than the "Hall of Shame" exposure did. In addition, the lawsuit itself was, as Plaintiff suggests, a garden-variety lawsuit, indistinguishable from thousands of others but for the fact that it involved the publication of a book related to a highly-contested presidential election.

It is clear that Plaintiff's primary purpose in initiating the instant action was not to harass, embarrass or injure Select Graphics and Ms. Angelosante, who are not defendants in this lawsuit, or WJBK and Mr. Wolchek. Rather, it seems obvious that Plaintiff filed this lawsuit in an attempt to demonstrate that he is not a scam artist and to correct a misleading, mean-spirited media effort to discredit him. In addition, Plaintiff had a reasonable basis to believe there were facts to support his legal position, including that the check referred to in the broadcast was not returned because Mr. Williams lacked funds to cover it but because the bank erroneously deposited his funds in another account that did not belong to Mr. Williams.

Lastly, the standard, when determining whether a claim has merit, is that the Plaintiff's legal position must have been "devoid of *arguable* legal merit." MCL 600.2591(3)(a)(iii) (emphasis added). The fact that a claim is dismissed by summary disposition does not necessarily mean that it lacked arguable legal merit. Nor does every error in legal analysis constitute a frivolous position. *Kitchen v Kitchen*, 465 Mich 654, 663; 641 NW2d 245 (2002). In this case, Plaintiff alleged facts in his complaint that arguably supported his claims, and this court cannot find that Plaintiff's legal position was devoid of arguable legal merit at the time this lawsuit was filed, as required. *In re Costs & Attorney Fees*, [250 Mich App at 94].

Defendants' motion for summary disposition is granted as to all Plaintiff's claims, and Defendants' request for sanctions is denied. This is a final order and closes this case.

It would be difficult, indeed, to improve upon Judge MacDonald's excellent legal reasoning and analysis. Quite simply, even if defendants' "Hall of Shame" report of July 9, 2009, contained certain minor inaccuracies, it was beyond genuine factual dispute that the "gist" or "sting" of the broadcast was substantially true and produced the same effect on the listener as would have been produced by an absolutely accurate account of the facts. *Duran*, 200 Mich App at 633. Nor did defendants improperly intrude on plaintiff's privacy during their investigation into the circumstances surrounding the publication of his book—a matter that was already open to the public eye. See *Porter*, 214 Mich App at 489.² At the same time, the circuit court did not

² It is true, as plaintiff points out, that a *false* accusation of the commission of a crime constitutes defamation per se and is actionable even in the absence of actual or special damages. MCL

clearly err by finding that plaintiff's defamation action was not frivolous, not intended to harass, and not devoid of arguable legal merit at the time it was filed. We affirm the circuit court in full.

Affirmed. No taxable costs pursuant to MCR 7.219, neither party having prevailed in full.

/s/ Donald S. Owens

/s/ Kathleen Jansen

/s/ Jane E. Markey

600.2911(1); *Burden v Elias Bros Big Boy Restaurants*, 240 Mich App 723, 728; 613 NW2d 378 (2000). It is also true that writing or passing a "bad check" is a criminal offense in Michigan. See MCL 750.131a; MCL 750.249. However, the problem with plaintiff's theory of liability in this regard is that defendants' broadcast was *not materially false*. Indeed, as explained previously, although the broadcast may have contained minor inaccuracies, the overall gist of defendants' television report was true. Although a false accusation of criminal activity constitutes defamation per se, a defendant cannot be held liable for making a statement that is substantially true. *Hawkins v Mercy Health Services, Inc*, 230 Mich App 315, 333; 583 NW2d 725 (1998).

Exhibit 40

STATE OF MICHIGAN
COURT OF APPEALS

EVERGREEN HOME HEALTH CARE, LLC and
EVERGREEN PERSONAL SERVICES, LLC,

UNPUBLISHED
October 20, 2009

Plaintiffs-Appellants-Cross-
Appellees,

v

No. 286893
Wayne Circuit Court
LC No. 06-624423-CZ

DANIELLE WILSON and SARA ELLENA,

Defendants-Appellees-Cross-
Appellants,

and

AARON GOLDFEIN, M.D., ROBERT
MCPHERSON, CRYSTAL HOME HEALTH
CARE, INC, and TRI-CITY MEDICAL
CENTERS, P.C.,

Defendants.

Before: Fort Hood, P.J., and Sawyer and Donofrio, JJ.

PER CURIAM.

Plaintiffs Evergreen¹ appeal as of right from the trial court's order closing the case and awarding defendants sanctions. Defendants Wilson and Ellena² cross-appeal, contesting the reduced amount they were awarded. We affirm the trial court's determination that the suit was

¹ Although they are separate entities, the same facts apply to both plaintiffs. Thus, for ease of reference we will refer to both plaintiffs collectively as "Evergreen."

² Goldfein and Evergreen reached a settlement agreement. McPherson, Crystal, and Tri-City were dismissed by stipulation. Because these defendants are not part of this appeal, "defendants" refers only to Wilson and Ellena.

frivolous, and remand for a reasoned determination of the amount of attorney fees awarded. This appeal has been decided without oral argument pursuant to MCR 7.214(E).

The only issues presented here are whether the trial court erred in awarding sanctions and whether it erred in reducing the amount of attorney fees awarded. The facts underlying the original lawsuit concern plaintiffs' treatment of patients in its care. Evergreen provides home health care services and is set up in several apartment buildings in the state. Wilson is a registered nurse and Ellena is a nurse's aid. Evergreen employed both Wilson and Ellena in 2005. Defendants allegedly became unhappy with the treatment Evergreen was giving patients. Wilson quit and Evergreen terminated Ellena's employment allegedly because there was not enough work for Ellena. Evergreen sued, making numerous allegations against defendants. Count I alleged that defendants breached a noncompete covenant in their contracts by going to work for Crystal Home Health Care; Count II alleged Crystal intentionally interfered with Evergreen's contractual relationships; Count III alleged defamation resulting from defendants' statements to patients and patients' family members that Evergreen was "killing patients," illegally administering prescription drugs, and providing substandard care; Count IV alleged that defendants intentionally interfered with Evergreen's contracts by giving Crystal the names and addresses of Evergreen's patients; and Count V alleged civil conspiracy among all defendants.

Defendants made an offer of settlement of \$500 each, which Evergreen rejected. The case went to mediation, and the panel unanimously awarded \$100 to Evergreen for each of the two defendants. Defendants accepted. Evergreen rejected the award.

Defendants characterized this as a "spite" suit, filed in retaliation for defendants' involvement in Evergreen being reported to the Attorney General. According to them, Evergreen was involved in administering prescription medication to a patient ("Patient X" in the record), despite the fact that the treating physician, Dr. Goldfein, would not prescribe it because it was contraindicated for that patient. Patients and their families got upset as word spread, and over a dozen patients left Evergreen for Crystal. Evergreen, in contrast, asserted that defendants had been reprimanded for attendance and other employment matters. Evergreen complained that it was defendants who were acting out of vengeance by spreading lies about Evergreen and luring patients away.

In deciding defendants' motion for summary disposition, the trial court first observed that Evergreen never produced the noncompete agreement Wilson had allegedly signed. Regarding Ellena's agreement not to compete, the trial court found the provision unreasonable because employers do not need that kind of protection when the employee has no special skill or knowledge. The court found no "significant, material statements that amount to defamation," and no "significant, material evidence" supporting either the tortious interference claim or the civil conspiracy claim. The trial court therefore granted defendants' motion for summary disposition.

Defendants then brought a motion for costs and fees based on Evergreen's rejection of mediation and on MCL 600.2591 and MCR 2.625(A). Defense counsel requested \$27,000 in fees at a rate of \$200 per hour, and \$1,755 in costs. Counsel noted that defendants had actually paid over \$17,000 to date. Evergreen argued that the suit was not frivolous because the suit had valid factual grounds, and that this was no different from any other suit where the other party

was successful. Evergreen also argued that the court should not decide the amount of fees without holding an evidentiary hearing because the billing appeared excessive as far as number of items.

The trial court stated that it initially felt the case was frivolous, and when the case evaluation award of \$100 came in, that reinforced the court's conclusion. But in awarding sanctions, the court stated:

I'm really not going to give [defense counsel] what he's asked for. I probably should, I probably should. But I'm going to reduce the amount requested, and I'm actually tempted to reduce it down to what he's indicated his clients actually paid, but I think I'm gonna reduce it down to \$15,000. I'm going to make it 75 [sic, \$7,500] per client.

The court then said that if it held a hearing, as Evergreen asked, the amount would be increased. It would not hold a hearing, "because I think the amount that I've decided on more than encompasses, even if I cut his hourly rate down a lot more." Yet, the court also said, given defense counsel's thirty-two years of practice, he should probably get more than \$200 per hour. The court also awarded the full amount of costs, \$1,755, for a total of \$16,755. In its written order, the court identified MCR 2.625(A)(1), MCL 600.2591, and MCR 2.114 as grounds for awarding sanctions.

We review a trial court's decision to grant or deny attorney fees for abuse of discretion. *Taylor v Currie*, 277 Mich App 85, 99; 743 NW2d 571 (2007). The trial court has not abused its discretion if the outcome of its decision is within the range of principled outcomes. *Id.* A factual finding that the suit is frivolous is reviewed for clear error. *Id.*; *In re Attorney Fees & Costs*, 233 Mich App 694, 701; 593 NW2d 589 (1999).

MCR 2.625(A)(1) allows the court to award costs to the prevailing party unless otherwise prohibited by statute or court rule. MCR 2.625(A)(2) provides that, "if the court finds on motion of a party that an action or defense was frivolous, costs shall be awarded as provided by MCL 600.2591." MCL 600.2591 provides:

- (1) Upon motion of any party, if a court finds that a civil action or defense to a civil action was frivolous, the court that conducts the civil action shall award to the prevailing party the costs and fees incurred by that party in connection with the civil action by assessing the costs and fees against the nonprevailing party and their attorney.
- (2) The amount of costs and fees awarded under this section shall include all reasonable costs actually incurred by the prevailing party and any costs allowed by law or by court rule, including court costs and reasonable attorney fees.
- (3) As used in this section:
 - (a) "Frivolous" means that at least 1 of the following conditions is met:

(i) The party's primary purpose in initiating the action or asserting the defense was to harass, embarrass, or injure the prevailing party.

(ii) The party had no reasonable basis to believe that the facts underlying that party's legal position were in fact true.

(iii) The party's legal position was devoid of arguable legal merit.

(b) "Prevailing party" means a party who wins on the entire record.

MCR 2.114 provides in relevant part:

(D) Effect of Signature. The signature of an attorney or party, whether or not the party is represented by an attorney, constitutes a certification by the signer that

(1) he or she has read the document;

(2) to the best of his or her knowledge, information, and belief formed after reasonable inquiry, the document is well grounded in fact and is warranted by existing law or a good faith argument for the extension, modification, or reversal of existing law; and

(3) the document is not interposed for any improper purpose, such as to harass or to cause unnecessary delay or needless increase in the cost of litigation.

(E) Sanctions for Violation. If a document is signed in violation of this rule, the court, on the motion of a party or on its own initiative, shall impose upon the person who signed it, a represented party, or both, an appropriate sanction, which may include an order to pay to the other party or parties the amount of the reasonable expenses incurred because of the filing of the document, including reasonable attorney fees. The court may not assess punitive damages.

(F) Sanctions for Frivolous Claims and Defenses. In addition to sanctions under this rule, a party pleading a frivolous claim or defense is subject to costs as provided in MCR 2.625(A)(2). The court may not assess punitive damages.

The trial court did not abuse its discretion in awarding costs and fees under any of the cited provisions. The court did not identify which of the grounds it found under MCL 600.2591, but there is factual support for either (3)(a)(i) or (3)(a)(ii). Defendants argued frequently in the trial court that Evergreen's purpose was to harass and embarrass them, and to cause them great personal expense trying to defend themselves. Even if it is true that patients left Evergreen, no admissible evidence indicates their reasons or shows that they went to Crystal. The content of the alleged defamatory statements is left purely to speculation. Given the absence of insurance coverage in this case, it is difficult to see what financial gain Evergreen hoped to achieve from suing a nurse and a nurse's aid. It seems much more likely that the aim was defendants' financial ruin.

The absence of factual support for Evergreen's allegations also supports the conclusion that the suit was frivolous. A suit for defamation must allege:

1) a false and defamatory statement concerning the plaintiff, 2) an unprivileged communication to a third party, 3) fault amounting to at least negligence on the part of the publisher, and 4) either actionability of the statement irrespective of special harm or the existence of special harm caused by publication. [*Rouch v Evening News*, 440 Mich 238, 251; 487 NW2d 205 (1992).]

Claims for defamation must be pleaded with specificity. *Royal Palace Homes, Inc v Channel 7 of Detroit, Inc*, 197 Mich App 48, 52; 495 NW2d 391 (1992). A plaintiff must allege and identify specifically which statements he considers to be materially false. *Id.* at 52-53. Evergreen's complaint does identify specific statements, alleging defendants told Evergreen's patients and others that Evergreen was "killing patients"; that Evergreen illegally administered prescription drugs; and that Evergreen provided substandard health care services. However, Dr. Goldfein made the alleged statement about killing patients, and Evergreen provides no evidence that defendants made any unprivileged, false statements to anyone else. It is not enough that a plaintiff alleges all the necessary elements. The complaint must be "well grounded in fact" and filed only after "reasonable inquiry." MCR 2.114(D)(2).

In short, no factual support exists for Evergreen's tort claims. The only evidentiary support is in the form of affidavits and statements made in depositions. While these documents are admissible, the statements relied on ultimately turn out to be hearsay, unsupported opinion, or do not actually say what Evergreen claims they say. The trial court was in the best position to ascertain attitudes and the purpose for inflammatory rhetoric and actions. Thus, we conclude that the trial court did not clearly err in finding Evergreen's tort suit frivolous.

As for the breach of contract claims, the trial court also did not err in finding this claim groundless. A noncompete clause in an employment contract must be reasonable "as to its duration, geographical area, and the type of employment or line of business." MCL 445.774a(1). "To the extent any such agreement or covenant is found to be unreasonable in any respect, a court may limit the agreement to render it reasonable in light of the circumstances in which it was made and specifically enforce the agreement as limited." *Id.* "To be reasonable in relation to an employer's competitive business interest, a restrictive covenant must protect against the employee's gaining some unfair advantage in competition with the employer, but not prohibit the employee from using general knowledge or skill." *St Clair Medical, PC v Borgiel*, 270 Mich App 260, 266; 715 NW2d 914 (2006).

Whether the trial court erred in deciding the clause was unreasonable is not at issue here. Rather, the question is whether the court erred in concluding that Evergreen's suit was frivolous, given that the clause was unreasonable. Certainly, the court did not clearly err in finding Evergreen's breach claim against Wilson to be frivolous because Evergreen could not even prove such an agreement ever existed. Ellena signed a noncompete agreement, but the court found the entire agreement unreasonable because it could not serve the purpose of protecting the employer that such agreements are intended to do. We cannot say that the trial court abused its discretion in finding Evergreen's decision to enforce the agreement, coupled with the other claims brought in its suit, was frivolous and intended to harass and financially damage these defendants.

We next address defendants' cross-appeal regarding the trial court's reduction in the amount of the award sought.³ Defense counsel submitted an accounting of his fees that totaled around \$25,000.⁴ The trial court indicated that an hourly rate of \$200 was reasonable for an attorney of counsel's experience. Yet, despite stating it "probably should" award what was requested and without indicating that any of the items billed were excessive or unnecessary, the court reduced the fee award to \$15,000, providing no reason other than he thought it "more than encompasses." The exact meaning of this is unclear and, without more, seems arbitrary, especially because the court indicated to Evergreen's counsel that if the court held an evidentiary hearing on the issue, the award would likely be even higher. Although the two court rules cited by the trial court as grounds for sanctions are permissive, MCL 600.2591, also cited as grounds, mandates the court to award all reasonable fees:

(2) The amount of costs and fees awarded under this section *shall include all reasonable costs actually incurred* by the prevailing party and any costs allowed by law or by court rule, including court costs and reasonable attorney fees.
[Emphasis added.]

In light of this, we are unable to determine whether the trial court abused its discretion in reducing the amount.

We affirm the judgment of the trial court regarding its finding that the suit was frivolous, and remand for a reasoned determination of the amount of attorney fees awarded. We do not retain jurisdiction. Costs to defendants.

/s/ Karen M. Fort Hood

/s/ David H. Sawyer

/s/ Pat M. Donofrio

³ Evergreen does not appeal the amount awarded, nor has it responded to defendants' cross-appeal brief. Thus, the only challenge to the amount that is before this Court is whether the trial court should have awarded more than it did.

⁴ Defendants sought \$27,067.16 in total costs and fees, \$1,755 of this was costs.