

# **Exhibit 1**

**BYLAWS  
REPUBLICAN PARTY OF KALAMAZOO COUNTY  
STATE OF MICHIGAN**

**I. NAME**

The name of the Kalamazoo County Republican Committee shall be the Republican Party of Kalamazoo County, State of Michigan. Hereafter, it will be known as *the Party*.

**II. PURPOSES**

The purposes of this Party shall be to

- Promote the ideals and policies of the Republican Party,
- Perform all duties required of the Party, its Committee, its Executive Committee and Officers, by law (Michigan Election Law, 1954 Act 116, effective June 1, 1955, as amended), those delegated or advanced by the Republican National Committee and the Republican State Committee and such other duties not prohibited by law as will benefit the Party.
- Recruit and assist candidates for public office and manage the affairs and business of the Party.

**III. COUNTY EXECUTIVE COMMITTEE**

**1 – Establishment**

This committee is established by law (section 168.599 MCLA) and State Party Rules.

**2 – Duties**

The duties of the Executive Committee shall be to establish general policy and to conduct the affairs of the Party in accordance with these bylaws.

**3 – Membership**

The membership of the Executive Committee shall be as follows:

**A.** Those persons who shall have been most recently nominated at the last two (2) preceding fall primary elections for county and state legislative offices in the fall elections of even numbered years. These persons shall be known as *Statutory Members* of the Executive Committee.

**B.** A number of persons, equal to the number of candidates of the Party for election to county and state legislative office in Kalamazoo County, shall be selected by the precinct delegates to the Fall County Convention of the Party taking place in even-numbered years. These persons shall be known as *Elected Members* of the Executive Committee.

**C.** The President or Chairman of any Republican Organization in Kalamazoo County shall be an ex-officio, nonvoting member of the Executive Committee. The committee may appoint other ex-officio members by majority vote. Ex-Officio members shall have a voice on the Executive Committee, but not a vote.

**4 – Selection**

**A.** The precinct delegates to the Fall County Convention shall convene at the call of the Party Chairperson within twenty (20) days following the November election for the purpose of selecting the Elected Members of the Executive Committee. [MCL 168.599(1)]

**B.** The nomination of the delegate appointed members of the Executive Committee shall be made by a Convention Nominating Committee consisting of seven (7) members, who shall be appointed by the County Chair and approved by the Executive Committee, one member shall be a county official candidate and one a state official candidate, at least thirty (30) days prior to the November convention called for the purpose of selecting the delegate members. The minimum number of candidates nominated by the Convention Nominating Committee shall be the number of delegate appointed members to be selected at the convention. They shall be nominated prior to the County Convention and their names imprinted upon a ballot which shall also provide blank spaces for additional nominees to be nominated by the delegates attending the convention.

### **5 – Term of Office**

The term office of the Elected Members of the Executive Committee commences at the adjournment of the Fall County Convention and terminates at the adjournment of the Fall County Convention two years later.

### **6 – Vacancies**

**A.** If a vacancy occurs in the position of a Statutory Member of the Executive Committee and there is a special election held to fill the office, the vacancy may only be filled by the person who is the new Republican nominee for the office in question. If the office is filled by appointment and the new official is a member of the Party, he shall fill the vacancy and if an Elected Member, shall surrender this position.

**B.** If a vacancy occurs in the position of an Elected Member of the Executive Committee, the remaining Elected Members of the Executive Committee shall select a person to fill the vacancy by majority vote, with a runoff if necessary. The committee members shall receive a minimum of ten (10) days notice prior to any vote to fill a vacancy.

### **7 – Roles and Responsibilities of Executive Committee Members**

**A.** All members of the Executive Committee are expected to participate fully in promoting the goals and purposes of the Party.

**B.** Each Executive Committee member shall be a registered voter in Kalamazoo County. Executive Committee members have the right to vote on all matters which come before the Executive Committee, except as otherwise provided by these bylaws.

**C.** They also shall be dues-paying members of the organization, and attend all regular and special meetings unless unable to do so. If a member's dues are not paid by February 1, his power to vote shall be suspended until they are paid.

**D.** Elected Members are subject to removal from the Executive Committee should they fail to fulfill the responsibilities of their office. These responsibilities include, but are not limited to attendance at regular monthly meetings, special meetings and sponsored events of the

organization. Elected Members who are unable to attend a regular monthly or special meeting have a responsibility to notify the Chairperson, or another officer of the Executive Committee of their inability to attend. Their failure to do so will be classified as an unexcused absence. **Elected Members who have three consecutive unexcused absences, or six unexcused absences in a calendar year are subject to dismissal from the Executive Committee.**

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.

## **8 – Selection of Officers, Term and Vacancies:**

A. Within thirty (30) days following the convening of the Fall County Convention (convened in even numbered years), the Executive Committee shall meet and select a temporary chairperson and a temporary secretary. The temporary officers shall serve only during the selection of the officers of the Executive Committee, who shall also serve as the officers of the County Committee for the two (2) years commencing on January 1 next (odd numbered years). Newly elected officers shall be sworn in at the December Executive committee meeting.

B. The officers of the Executive Committee and the County Committee shall be: The Chairperson, Vice-Chairperson, Secretary and Treasurer.

C. If a vacancy occurs in the office of the Chairperson, the Vice-Chairperson shall automatically assume the duties and powers of this office. Any other vacancies shall be filled by election of the Executive Committee at the next Executive Committee meeting.

D. The Committee has the power to elect other officers as they determine are necessary.

E. An officer of the Executive Committee can be removed from office or a vacancy in an office may be declared by a two thirds vote of the members of the committee, provided, however, that such person shall be furnished with notice in writing that removal will be sought, and the grounds upon which such action is based, and signed by not less than one third of the members of the Committee. Such person shall be given 30 days to appear and respond to the allegations. The Chairperson is required to include the letter to remove on the agenda of the next regular meeting after the 30 days and entertain a motion pursuant to the request. The Chairperson must allow for discussion of the motion to remove. The Vice-Chairperson shall preside as Chairperson at the next regular meeting should the Chairperson be the subject of the motion.

## **IV. DUTIES OF OFFICERS**

### **1 – Chairperson**

A. In all official business, the Chairperson shall be referred to as Chairman or Chairwoman, as appropriate.

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

- The Chairperson shall preside at all meetings of the executive committee and shall be an ex-officio member of all standing committees.
- The Chairperson shall be responsible for directing the day-to-day affairs of the organization and shall coordinate the activities of the Republican Party organizations within the County.
- The Chairperson shall submit reports to the Executive Committee, as may be required by action of the Committees; shall keep the Committees informed of Republican Party programs and activities; and may assign to other officers and committees such duties as may be necessary.
- The Chairperson shall be the official spokesperson and shall oversee media relations unless the Executive Committee appoints another person to fill that role.
- The Chairperson shall call and preside over all meetings of the Executive Committee.

## **2 – Vice-Chairperson**

**A.** In all official business, the Vice-Chairperson shall be referred to as Vice-Chairman or Vice-Chairwoman, as appropriate.

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

## **3 – Secretary**

The Secretary shall perform all the duties normally incident to the office of Secretary and in particular shall keep a permanent record of the minutes and attendance at all meetings of the Executive Committee, shall make these records available for inspection and copying by any member of the Committee who requests the minutes of the most recent meetings and shall see that all notices are duly given as required by law and by these bylaws.

## **4 – Treasurer**

**A.** The Treasurer shall have the care and custody of all monies paid to the Party and shall deposit the same in the name of the Party in a bank designated by the Executive Committee and shall pay all duly authorized bills. The Treasurer shall be responsible for the proper and timely filing of all financial reports required by law.

**B.** The Treasurer shall keep an account, in permanent records, of all financial transactions of the Party. A statement of financial conditions (revenues, expenditures, outstanding obligations and cash balances) will be made at each regular meeting of the Executive Committee. Upon reasonable request, all records shall be open to inspection.

C. Within 30 days of the close of each calendar year, the Treasurer with the assistance of the Finance and Budget Committee shall prepare an annual, accurate statement as of December 31st of each year setting forth the financial condition of the Party. The Treasurer shall forward this report to the officers by the first day of February for the year following and shall present a copy of the report to the Executive Committee at its next regular meeting.

D. Upon leaving office, the Treasurer shall furnish to his successor all funds, accounts and other property pertaining to the affairs of the Treasurer.

## **V. MEETINGS**

### **1 – Regular Meetings**

Regular meetings of the Executive Committee shall be held at least once in each calendar month at a time and place to be determined by the Chairperson, provided, however, that by a majority vote of the elected and appointed members of the Executive Committee the regular meetings of the Executive Committee may be held every second month. The Chairperson may cancel a meeting if extenuating circumstances arise. During convention months, the Executive Committee meeting will precede the county convention.

### **2 – Special Meetings**

Special meetings shall be called by the County Chairperson upon the written request of the number of members of the Executive Committee that would constitute a quorum or by the County Chairperson on his own motion. Upon receipt of such a request, the Chairperson has up to five business days to schedule the special meeting. It shall be scheduled between five and ten business days after its time is decided. Notice of special meetings must be given to all Executive Committee members when its time is decided and must specify the purpose(s) of the meeting.

### **3 – Quorum**

A quorum of the Executive Committee shall consist of at least 30 per cent of the total voting members of the Executive Committee. The affirmative vote of a majority of those present shall be necessary to take formal action, except as otherwise provided herein or by law.

### **4 – Electronic Votes**

In the event of an urgent matter which cannot wait until the next Executive Committee meeting, the Chairperson may call for an electronic vote. Such a motion is non-amendable and non-debatable. The vote will be conducted by email and members shall have 48 hours to vote. The results of the vote shall be reported at the next Executive Committee meeting.

### **5 – Robert’s Rules of Order**

The rules contained in Robert’s Rules of Order, Newly Revised, shall generally govern the Executive Committee in all cases where they are applicable and in which they are not inconsistent with these bylaws or special rules of order of the Executive Committee. A vote of one third of the members present at the Executive Committee meeting will suffice to strictly apply Robert’s Rules for the remainder of that meeting. The Chairperson may appoint a parliamentarian to assist in the interpretation of these bylaws or Robert’s Rules of Order, Newly Revised. The person appointed as parliamentarian need not be a member of the Executive Committee.

## **6 – Proxies**

Candidates for legislative offices consisting of more than one county may give a written proxy to other members of the Executive Committee. No other proxies shall be permitted.

## **VI. COMMITTEES**

### **1 – Membership**

**A.** At the first Executive Committee meeting following the selection of the new Chairperson, Executive Committee members shall volunteer for standing committees. Each Executive Committee member shall be an active member of at least one standing committee. Each committee shall select a chairman. All members of standing committees must be members of the Party, but need not be Executive Committee members. Party members and unsuccessful applicants for Executive Committee should be contacted and encouraged to join committees.

**B.** The Chairperson and Vice-Chairperson of the Executive Committee shall be ex-officio members of each of the standing committees, with full voting rights. The Executive Committee Chairman, Vice-Chairman and Treasurer shall be members of the Finance and Budget Committee with full voting rights.

**C.** At least one of the members of the Executive Committee shall be on each standing committee.

### **2 – Scope and Structure of Committees**

**A.** The general scope, but not the details of the activities of each committee, shall be determined from time to time by resolution of the Executive Committee.

**B.** Nothing herein shall prohibit the appointment of other committees as are deemed necessary by the Executive Committee.

### **3 – Standing Committees:**

#### **A. Finance and Budget**

Mandates:

- Develop a budget for the Party at the beginning of each year and submit it to the Executive Committee for approval.
- Oversee party spending to make sure that the Party stays on budget.
- Evaluate the dues structure of the Party as necessary.

#### **B. Fundraising**

Mandates:

- Solicit donors to raise money for the Party. Solicitation can be by mail, email, or in person.
- Develop and oversee fundraising events to raise money for the Party.
- Events should include, but not be limited to Lincoln Day, which could be run by a subcommittee.
- Set a specific goal for how much money should be raised.

### **C. Outreach and Public Relations**

#### **Mandates:**

- Reach out to groups that share common interests, generally by attending their meetings. Such groups include, but are not limited to Tea Party, homeschoolers, gun groups, churches, businesses, College Republicans, Young Republicans, farmers, Michigan Townships Association.
- Coordinate writing of letters to the editor concerning elections and other important issues.
- Assist the leadership in writing press releases and opinion pieces. Anything appearing under the name of the Party should be approved by the Chairman or the Executive Committee.
- Make recommendations for changes or additions to the website. (The committee would not necessarily control the website; it would submit changes for execution.)
- Participate in functions to get the Party name out. These could include parades, softball games, candidate forums, etc.

### **D. Volunteer Coordination**

#### **Mandates:**

- Obtain information on Party volunteers from databases, candidates, and other sources.
- Pass this information to committee chairmen to contact volunteers.
- Work with staff to examine and keep up to date the Party database.

### **E. Candidate Recruitment and Assistance**

#### **Mandates:**

- Recruit candidates for offices without qualified Republicans running. Coordinate recruitment so that more than one candidate is not recruited for the same office.
- Recruitment should include nonpartisan offices such as city commission, school board, and library board.
- Meet with candidates immediately after the filing deadline (primary in the case of contested partisan primaries in which the Party has not endorsed) and offer assistance and advice from elected officials and experienced campaign managers and office workers. (This is particularly for first-time candidates.)
- Put together booklets of relevant information to give to candidates and offer information about campaign schools.
- Attempt to ensure that candidates in competitive elections actively campaign for office. Intervene when needed.
- Maintain contact with current elected officials and inform them of local events.

### **F. Planning**

#### **Mandates:**

- \_ Evaluate rules and bylaws as necessary.
- \_ Create and maintain a Master Copy of Party bylaws and policies.
- \_ Develop a Strategic Plan for the Party at the beginning of every two-year cycle and submit to the Executive Committee for approval. Incorporate the goals of the officers.



- Develop plans to reform the structures and functions of the Kalamazoo GOP and submit them to the Executive Committee for approval as necessary.

#### **4 – Reports**

Committees should submit written reports to the Secretary after each meeting for dissemination by email to the Executive Committee. Reports should include specific information on what the committees did to achieve their mandates (e.g. how many dollars raised, letters written, etc.) Committees should meet when necessary. This may not be every month.

### **VII. DISPERSEMENT OF FUNDS**

#### **1 - Regulations**

The receipt, maintenance and disbursements of funds on behalf of the Party shall be in accordance with written regulations and policies adopted by the Executive Committee. Such regulations and policies shall be recommended by the Finance and Budget Committee and shall be effective upon approval by a majority of the Executive Committee.

#### **2 – Banking and Appropriation of funds**

All organization funds contributed to or received on behalf of the Party shall be deposited in a bank. All expenditures, withdrawals or appropriations therefore shall be made only upon the authorization of the Officers or the Executive committee. The Executive Committee may authorize the expenditure of small amounts by the Chairperson without prior approval. Checks shall be drawn by the Treasurer and countersigned by the Chairperson, or another officer.

#### **3 – Intent**

All Party funds should be used to further the Party’s purposes and goals.

### **XIII. AMENDMENTS, POLICIES, ENDORSEMENTS**

#### **1 – Amendments**

All proposed amendments to these bylaws shall be first submitted in writing and presented to the Executive Committee at least one month prior to the date on which such proposed amendments are to be voted. They shall be referred to the Planning Committee for study, and it shall make its report on said amendments to the Executive Committee. Adoption of an amendment requires a majority vote of the total voting membership of the Executive Committee.

#### **2 – Policies**

The Executive Committee may implement policies by majority vote, provided that they do not conflict with these bylaws. All proposed policies shall be first submitted in writing and presented to the Executive Committee at least one month prior to the date on which such proposed policies are to be voted. They shall be referred to the Planning Committee for study, and it shall make its report on said policies to the Executive Committee.

#### **3 - Endorsements**

The Executive Committee may endorse, support or disavow an individual candidate in contested Republican primary election; provided that resolution to endorse or disavow a particular

candidate be adopted by two thirds (2/3) of the Executive Committee present and voting and provided notice of the resolution is given at least one month prior to the date on it is to be voted, with the consent of the candidate to be endorsed where an endorsement is proposed.

**IX. EFFECTIVE DATE OF THESE BYLAWS AND AMENDMENTS TO THEM**

These Bylaws and all amendments to them are effective upon their adoption by the Executive Committee; and they supersede all prior motions/resolutions adopted in Executive Committee meetings.

Adopted by the Kalamazoo County Republican Party Executive Committee April 19, 2012.

Amended by the Kalamazoo County Republican Party Executive Committee December 8, 2014.

Amended by the Kalamazoo County Republican Party Executive Committee February 9, 2015..

# **Exhibit 2**

# BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE

## ARTICLE 1 – NAME

1.1. The Kalamazoo County Republican Committee is the oldest standing Republican County committee in the state of Michigan. It shall be known as the Republican Party of Kalamazoo County, State of Michigan (KGOP).

1.2. The KGOP may sometimes be referred to herein as "the Party."

## ARTICLE 2 – PURPOSES

2.1. The purpose of the KGOP shall be to promote Republican values and the Republican National Committee (RNC) platform, support Republican candidates, and assist Republican elected officials in representing Kalamazoo County.

2.2. The KGOP Executive Committee (as defined hereinafter) may review the party platform of the RNC and vote whether to support it in whole or in part. Alternatively, the KGOP Executive Committee may adopt a Statement of Values expressing the KGOP's core values.

## ARTICLE 3 – GOVERNING PRINCIPALS

3.1. The KGOP is a self-governing private political organization. The KGOP is free to govern itself and control its membership free from interference of the Michigan Republican State Committee (MRP), district committees, or other county committees.

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

3.3. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the KGOP in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Executive Committee may adopt. The County Chair may appoint a parliamentarian with the approval of the Executive Committee to assist in the interpretation of these bylaws or *Robert's Rules of Order, Newly Revised*. The person appointed as parliamentarian need not be a member of the Executive Committee.

3.4. On a vote that is not a ballot, if a majority vote is required and there is a tie, the County Chair may vote in the affirmative to cause the motion to prevail. If there is one more in the affirmative than in the negative, the County Chair can create a tie by voting in the negative to cause the motion to fail. Similarly, if a two-thirds (2/3) or three-fifths (3/5) vote is required, the County Chair may vote either to cause, or to block, attainment of the necessary two-thirds (2/3) or three-fifths (3/5).

3.5. Votes shall not be taken by secret ballot at any meeting of the KGOP.

# **BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE**

3.6. No member of the KGOP shall be permitted to speak on behalf of, represent, or act on behalf of the KGOP unless they receive express written consent from the County Chair. This includes, but is not limited to, all social media, electronic communications, print communications, websites, airwave media, or print media. Official documents of KGOP, bearing the logo or disclaimer, may not be altered by those who reproduce them for any purpose.

## **ARTICLE 4 – MEMBERSHIP**

### **KGOP Members**

4.1. A member of the KGOP shall be any legal resident of Kalamazoo County age 16 years or older who has filed a current KGOP membership form with the KGOP.

4.2. The KGOP has the right to deny the membership application of any individual for any reason by a three-fifths (3/5) vote of the Executive Committee members present at a regularly scheduled Executive Committee meeting or at a Special Meeting.

4.3. Any member may be removed from the KGOP for any reason by three-fifths (3/5) vote of the Executive Committee members present at a regularly scheduled Executive Committee meeting or at a Special Meeting.

### **Membership Required for Vote and Office**

4.4. In order to vote at any convention, caucus, or meeting of the KGOP, a person must be a member of the KGOP in good standing for at least six (6) months prior to that convention, caucus, or meeting. Precinct Delegates, Republican elected officials, and Republican nominees to partisan offices are exempt from the six (6) month advance membership requirement; provided, however, Precinct Delegates, Republican elected officials, and Republican nominees to partisan offices must be a member of the KGOP in order to vote at any convention, caucus, or meeting of the KGOP.

4.5. In order to be elected or appointed to, and to hold any Party Office in the KGOP, a person must be a member of the KGOP in good standing for at least six (6) months prior to election or appointment, and maintain membership during the term of office. If KGOP membership lapses while that 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.

4.6. The term "Party Office" includes (a) Kalamazoo County Precinct Delegate or alternate; (b) District convention or caucus delegate or alternate; (c) State convention or caucus delegate or alternate; (d) officer or members of the KGOP or the KGOP executive committee; (e) officer or member of the 4th district committees or executive committee; (f) officer or member of the 5th district committees or executive committee; (g) officer or member of any MRP committee or MRP executive committee; and (h) members of any county, district, or state standing ad hoc committees.

# BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE

## ARTICLE 5 – COUNTY CONVENTION

### Scheduling and Notice

5.1. The County Chair shall be the only person who can issue a Call to Convention and conduct county conventions. Any KGOP member(s) or Precinct Delegate(s) who issue a "Call to Convention" without authorization of the County Chair shall immediately be removed as a member and/or as a Precinct Delegate. Such removal shall occur automatically by operation of these bylaws. No vote shall be necessary.

5.2. The County Chair is responsible for giving notice of the county conventions held in every two-year election cycle as well as any other special convention. 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.

### Convention Rules

5.3. The KGOP shall publish proposed convention rules on the KGOP website at least two (2) months prior to any county convention.

5.4. At county conventions, the County Chair shall preside until the Permanent Convention Chair is elected.

5.5. No member shall give a proxy for representation at county convention.

5.6. In addition to the proportionate number of delegates allocated to each county or district to be elected to attend a State Party convention, all incumbent members of the state legislature and the Michigan Congressional Delegation shall be entitled to attend a State Party convention as delegates at-large of the congressional district in which he or she resides. The County Chair and County Vice Chair shall be automatic Delegates to District and State Caucuses and Conventions.

### Business

5.7. If convention business includes election of delegates and alternates to state convention, the County Chair shall form a nominating committee not less than 90 days prior to the convention. The nominating committee shall recommend the manner of delegate and alternate selection (ballot, slate, floor nominations, etc.), which shall generally be in keeping with standard *Roberts' Rules of Order, Newly Revised*, no later than the regularly scheduled Executive Committee meeting immediately prior to the convention. The manner of delegate and alternate selection shall be approved by the Executive Committee as a whole as prescribed by the KGOP bylaws.

# **BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE**

## **Precinct Delegate Vacancies**

5.8. Vacant Precinct Delegate positions may be filled at a county convention from a list of qualified candidates nominated by Executive Committee members at the preceding Executive Committee meeting prior to the county convention. Additional nominations may be offered in writing by others, provided such candidate names and addresses are provided and published to members of the Executive Committee no less than two (2) weeks prior to the county convention. Such nominees may be elected by a majority vote of eligible voters and will commence at the conclusion of that county convention (newly elected Precinct Delegates may not vote on convention business in the convention in which they are elected).

## **ARTICLE 6 – COUNTY EXECUTIVE COMMITTEE**

### **Establishment**

6.1. An Executive Committee of the KGOP shall be established as provided by these bylaws, including but not limited to Section 4.6.

6.2. A county convention shall be held within twenty (20) days after the November general election in even-numbered years to elect the non-candidate members of the KGOP Executive Committee.

### **Duties**

6.3. The duties of the Executive Committee shall be to establish general policies and procedures to conduct the affairs of the KGOP in keeping with its mission statement and party platform or Statement of Values as adopted in Article 2. The Executive Committee may, at its discretion, foster, promote, recognize, and aid organizations in Kalamazoo County and cooperate with other Republican organizations.

6.4. Delegate Elected Members shall volunteer to serve on at least one (1) special committee, volunteer for at least one (1) fundraising dinner, and assist in promoting ticket sales to all KGOP fundraising efforts.

### **Composition of the Executive Committee**

6.5. The Executive Committee shall consist of Statutory Members and Delegate Elected Members, as prescribed herein. All members of the Executive Committee shall be in good standing as defined by the membership committee.

### **Statutory Members**

6.6. Statutory Members shall be the persons nominated as Republican candidates for the following offices in the last election: County Clerk, Treasurer, Sheriff, Prosecutor, Drain Commissioner, County Surveyor, County Commissioners, State Representative(s), State Senator(s), and U.S. House whose district include all or part of Kalamazoo County. These persons shall be known as Statutory Members of the Executive Committee.

# **BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE**

6.7. Statutory Members shall serve until their elected office term expires or they resign.

6.8. Vacancies will be filled by the new nominee for the office vacated for the remainder of their term, or in the absence of a new nominee, the Executive Committee may fill the statutory member seat as they deem necessary with a replacement nominee.

## **Delegate Elected Members**

6.9. Delegate Elected Members shall consist of 24 members. There shall be two groups, each consisting of 12 members. The two groups shall stagger every two years. Every even number-years the KGOP membership shall elect twelve (12) nominees at the Fall county convention.

6.10. At the time of adoption of these bylaws, the existing Executive Committee Delegate Elected Members shall be seated in the newly created Delegate Elected Member seats.

6.11. Any Delegate Elected Member who is absent unexcused at three (3) meetings of the Executive Committee in a calendar year shall be considered to have resigned from the committee.

## **Election Procedure**

6.12. A Nominating Committee may be appointed by the Executive Committee (of the preceding term) to nominate a slate of candidates for the Executive Committee, subject to approval by two-thirds (2/3) of delegates voting. Failing approval by two-thirds (2/3), 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 Secretary before the close of the convention by the delegates making the nomination of those persons.

## **Term**

6.13. The term of office of a county Executive Committee commences at the adjournment of the post-election county convention and terminates at the adjournment of the next even numbered year post-election county convention. A two (2) year term shall be known as a single term, a four (4) year term shall be known as a double term. A Statutory Member term shall be determined by the number of years of their nominated office. Delegate Elected Members shall be double terms.

## **Ex-Officio Members**

6.14. There shall be no ex-officio members to the Executive Committee.

## **Member Vacancies**

6.15. If a vacancy occurs, it shall be announced at a regularly scheduled meeting of the Executive Committee and an election to fill the vacancy shall be placed on the agenda for the next regularly scheduled meeting.



# BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE

## Executive Committee Policies

6.16. The Executive Committee may implement policies by majority vote so long as they do not conflict with these bylaws. All proposed policies shall be first submitted in writing and presented to the Executive Committee at least one month prior to the date on which such proposed policies are to be voted. They shall be referred to the Planning Committee for study, and it shall make its report on said policies to the Executive Committee.

## Removal of Delegate Elected Member

6.17. Delegate Elected Members are subject to removal from the Executive Committee should they fail to fulfill the responsibilities of their office. These responsibilities include, but are not limited to attendance at regular monthly meetings, special meetings, and sponsored events of the organization. Delegate Elected Members who are unable to attend a regular monthly or special meeting have a responsibility to notify the County Chair, or another officer of the Executive Committee of their inability to attend. Their failure to do so will be classified as an unexcused absence. Delegate Elected Members who have three consecutive unexcused absences, or six unexcused absences in a calendar year are subject to dismissal from the Executive Committee.

6.18. A motion to consider removal of a Delegate Elected Member from the Executive Committee requires a simple majority vote by the Executive Committee members present at a regular or special meeting.

a. If a motion to consider removal of a Delegate Elected Member is approved:

(i) A letter shall be sent, within five (5) days after the decision to remove was passed and no less than five (5) days prior to the next regular monthly meeting (via USPS and an email notification), to the Delegate Elected Member subject to removal informing the member of the action taken.

(ii) The Delegate Elected Member then has the right to appear before the Executive Committee at the next regular monthly meeting (following the mailing/post mark of the notification letter) to appeal the action taken.

b. Final approval to remove a Delegate Elected Member requires a two-thirds (2/3) vote by the Executive Committee members present at the regular monthly meeting subsequent to the meeting (regular or special) wherein the motion to consider removal was initially approved.

## ARTICLE 7 – EXECUTIVE COMMITTEE MEETINGS

### Meetings

7.1. Regular meetings of the Executive Committee shall be held as frequently as required to carry out its duties at times and places to be determined by the County Chair, except that the Executive Committee shall meet at least every quarter of each calendar year.

# **BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE**

## **Quorum**

7.2. A quorum for all meetings of the Executive Committee shall be 30% of the voting membership of the Executive Committee.

## **Meeting Notices**

7.3. The Secretary should provide notice of each meeting time and place to all members of the Executive Committee, by electronic email to the last email address provided to the Secretary 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 ten (10) days prior to the meeting, except as set forth in Section 7.4 for special meetings.

## **Special Meetings**

7.4. Special meetings shall be called by the County Chair when he or she deem it advisable, and shall be called when requested by the number of members of the Executive Committee that would constitute a quorum. Upon receipt of such a request, the County Chair has up to five (5) business days to schedule and notice the special meeting to all Executive Committee members with the date, time, place, and purpose(s). The special meeting shall be held within ten (10) days after receipt of the request.

## **Electronic Votes**

7.5. In the event of an urgent matter which must be addressed prior to the next Executive Committee meeting, the County Chair may call for an electronic vote. Such a motion is non-amendable and non-debatable. The vote will be conducted by email and members shall have 24 hours to vote. The results of the vote shall be reported at the next Executive Committee meeting.

## **Proxies**

7.6. Statutory Members elected to State and Federal office or other Statutory Members authorized by the Executive Committee may give a written proxy to another member of the Executive Committee. All proxies shall be recorded by the Secretary prior to any meeting.

## **ARTICLE 8 – EXECUTIVE COMMITTEE OFFICERS**

## **Officers**

8.1. The officers of the Executive Committee shall be a Chair, Vice Chair, Secretary, Treasurer, and Youth Vice Chair. These officers need not be members of the Executive Committee; provided, however, they are subject to the Party Office requirement of Article 4. Officers who are not otherwise Executive Committee member (statutory or delegate elected) will have no voting rights on the Executive Committee.

# **BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE**

## **Election of Officers**

8.2. The County Chair, County Vice Chair, Secretary, Treasurer, and Youth Vice Chair shall be elected by the Executive Committee within 30 days following the Fall county convention held in even numbered years. The County Chair shall appoint a Deputy Treasurer with the approval of the Executive Committee.

8.3. The Executive Committee, at the request of the Chair, may appoint additional officers. The term of office for KGOP Officers shall be for two (2) years commencing January 1 of odd numbered years.

8.4. There shall be no County Committee separate and distinct from the Executive Committee.

## **Vacancies**

8.5. If a vacancy occurs in any office, that position will be filled by an election at a meeting of the Executive Committee. If a vacancy occurs in the office of the County Chair, the powers and duties of the County Chair shall be assumed immediately and automatically by the County Vice Chair until a new County Chair is elected by the Executive Committee. If a vacancy occurs in the office of the Treasurer or Secretary, the County Chair may appoint an interim officer until a new officer can be elected by the Executive Committee.

## **Removal**

8.6. Any officer may be removed for any reason by a two-thirds (2/3) vote of the Executive Committee present and voting at a regularly scheduled Executive Committee meeting or at a Special Meeting.

## **Authority of the Officers**

8.7. Any authority granted to any Officer, including the Deputy Treasurer, shall only be for two (2) years commencing January 1 of odd numbered years. Upon the end of their term, their resignation, or their removal all authority granted to them under these bylaws shall end.

## **ARTICLE 9 – DUTIES OF OFFICERS**

### **County Chair**

9.1. In all official business, the County Chair shall be referred to as "Chairman" or "Chairwoman," as appropriate. In all other cases, the County Chair may be referred to as the "County Chair," the "Chair," or "KGOP Chair."

9.2. The County Chair:

- shall perform the duties as such to preserve and protect the interest of the Party;
- shall call and preside at all meetings;
- shall be an ex-officio member of all standing committees and ad hoc committees;

# **BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE**

- shall be responsible for directing the day-to-day affairs of the organization and shall coordinate the activities of the Republican Party Organizations within Kalamazoo County;
- shall submit reports to the Executive Committee, as may be required by action of the Committees;
- shall keep the Committees informed of Republican Party programs and activities;
- shall appoint members to standing and ad hoc committees, with confirmation by a majority of the Executive Committee;
- shall assign to other officers, committees, and members such duties as may be necessary;
- shall not authorize a contract for a time past the end of the County Chair's term in office, without the affirmative approval of the Executive Committee;
- shall not expend more than \$500 on an un-budgeted item without the affirmative approval of the Executive Committee;
- shall perform all other functions reasonably necessary to perform the duties of the chief executive officer of a political party, such as to preserve and protect the interest of the Party.

9.3. Upon leaving office, the County Chair shall turn over to the successor all funds, books, accounts, files, letters, records, papers, passwords, electronic credentials, and other property pertaining to or associated with the affairs of the KGOP.

## **County Vice Chair**

9.4. In all official business, the County Vice Chair shall be referred to as "Vice Chairman" or "Vice Chairwoman," as appropriate. In all other cases, the County Vice Chair may be referred to as the "County Vice Chair," the "Vice Chair," or "KGOP Vice Chair."

9.5. The County Vice Chair:

- shall have all powers and duties of the County Chair while the County Chair is not reasonably able to act;
- shall preside at meetings of the Executive Committee in the absence of the County Chair, or at the request of the County Chair;
- shall be an ex-officio member of all committees of the Executive Committee;
- shall perform the duties assigned by the County Chair;
- shall have such other powers and duties as may be granted from time to time by the Executive Committee.

9.6. Upon leaving office, the County Vice Chair shall turn over to the successor all funds, books, accounts, files, letters, records, papers, and other property pertaining to or associated with the affairs of the KGOP.

# **BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE**

## **Secretary**

9.7. The Secretary:

- shall keep records of all KGOP business including the names, addresses, telephone numbers, and email addresses of all members, committee members, and precinct delegates;
- shall give notice of all conventions and meeting to those entitled to notice;
- shall keep a permanent record of the minutes and the attendance at all the Executive Committee meetings;
- shall make these records available for inspection and copying by any member of the Executive Committee;
- shall furnish a copy of the minutes of the most recent meeting to any member of the Executive Committee;
- shall keep a list of all special committees formed by the County Chair and a list of the committee members appointed by the County Chair;
- shall notify all persons selected for membership on all committee;
- shall have such other powers and duties as may be granted from time to time by the Executive Committee.

9.8. Upon leaving office, the Secretary shall turn over to the successor all funds, books, accounts, files, letters, records, papers and other property pertaining to or associated with the affairs of the KGOP.

## **Treasurer**

9.9. The Treasurer:

- shall have the custody and control of all KGOP accounts and funds in a bank designated by the Executive Committee;
- shall pay all bills charged to the KGOP as authorized by the Executive Committee;
- shall be responsible for the proper and timely filing of all financial reports required by law, including but not limited to campaign finance reports.
- shall keep an accurate account, in permanent record, of all receipts and disbursements of funds, using proper and orderly methods of keeping records; and said records, upon reasonable request, shall be open to inspection and examination by any member of the Executive Committee;
- shall render monthly and year to date statement of the revenues, expenditures, outstanding obligations, and cash balances of the KGOP, and submit such reports at each regular Executive Committee meeting;
- shall be a member of the Finance and Fundraising committees;

# **BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE**

- shall keep the Deputy Treasurer informed of matters related to the office, as necessary, to insure a proper transition in the event of the Treasurers absence;
- shall have such other powers and duties as may be granted from time to time by the Executive Committee.

9.10. Upon leaving office, the Treasurer shall turn over to the successor all funds, books, account, files, letters, records, papers, and other property pertaining to or associated with the affairs of the KGOP.

## **Youth Vice Chair**

9.11. The Youth Vice Chair:

- shall be responsible for organizing the KGOP Teenage Republicans Club, College Republicans Club, Young Republicans Club, and associated chapters;
- shall carry out other such duties as shall be assigned by the County Chair;
- shall be 35 years of age or younger at the time of the election.

## **Deputy Treasurer**

9.12. The Deputy Treasurer:

- shall assist the Treasurer in capacity as Deputy Treasurer as determined by the Treasurer;
- shall not have voting powers;
- shall be a member of the Finance and Fundraising committees;
- shall have such other powers and duties as may be granted from time to time by the Executive Committee.

## **ARTICLE 10 – STANDING COMMITTEES**

### **List of Standing Committees**

10.1. The Standing Committees of the KGOP shall be:

- 1) Finance and Budget [10.5],
- 2) Events and Fundraising [10.6],
- 3) Outreach and Public Relations [10.7],
- 4) Volunteer Coordination [10.8],
- 5) Candidate Recruitment and Assistance [10.9],
- 6) Planning [10.10],
- 7) Membership [10.11],

# **BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE**

- 8) Communication and Education [10.12],
- 9) Student Committee [10.13],
- 10) Resolutions Committee [10.14].

## **Membership**

10.2. At the first Executive Committee meeting following the selection of the new County Chair, Executive Committee members shall volunteer for standing committees. Each Executive Committee member shall be an active member of at least one standing committee. Each committee shall have a Committee Chair, Committee Vice Chair, and Secretary. The Committee Chair must be a member of the Executive Committee. All members of standing committees must be members of the KGOP. Party members and unsuccessful applicants for the Executive Committee should be contacted and encouraged to join committees. The County Chair and Vice County Chair of the Executive Committee shall be ex-officio members of each of the standing committees, with full voting rights. The Executive Committee Chairman, Vice Chairman and Treasurer shall be members of the Finance and Budget Committee with full voting rights. At least one of the members of the Executive Committee shall be on each standing committee.

## **Scope, Structure, and Duties of Committees**

10.3. The general scope, but not the details of the activities of each committee, shall be determined from time to time by resolution of the Executive Committee. Nothing herein shall prohibit the appointment of other committees as are deemed necessary by the Executive Committee.

10.4. Each Standing Committee:

- shall meet at the call of the Committee Chair, County Chair, or as directed by the Executive Committee;
- shall recommend policies to the Executive Committee;
- shall implement policies established in its area by the Executive Committee;
- shall submit an annual report to the County Chair and Secretary by December 31 of each year;
- shall have a chairperson and members appointed by the County Chair and confirmed by the Executive Committee;
- shall not assist candidates in contested primaries, absent an endorsement by the Executive Committee;
- shall have a term of two years, ending on December 31 of even years.

# **BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE**

## **Finance and Budget**

10.5. The Finance and Budget Committee shall:

- develop a budget for the KGOP at the beginning of each year and submit it to the Executive Committee for approval;
- oversee party spending to make sure that the KGOP stays on budget;
- evaluate the dues structure of the KGOP as necessary.

## **Events and Fundraising**

10.6. The Events & Fundraising Committee shall:

- solicit donors to raise money for the KGOP through mail, email, phone messaging, in person, or any manner or method that is effective;
- develop and oversee fundraising events to raise money for the KGOP;
- recommend policies regarding KGOP finances which assure financial accountability, stability, and legal compliance;
- plan and carry out all fundraising events, including but not be limited to Lincoln Day (which could be run by a subcommittee);
- oversee financial planning, including preparing an annual budget for the KGOP, which shall include specific goals for how much money should be raised;
- report plans to the Finance and Budget Committee

## **Outreach and Public Relations**

10.7. The Outreach and Public Relations Committee shall:

- reach out to groups that share common interests, generally by attending their meetings. Such groups may include, but are not limited to grass roots, veterans, parents' groups, homeschoolers, gun groups, churches, businesses, College Republicans, Young Republicans, farmers, Michigan Townships Association, and others as may be necessary;
- coordinate writing of letters to the editor concerning elections and other important issues;
- assist the leadership in writing press releases and opinion pieces. Anything appearing under the name of the KGOP should be approved by the County Chair or the Executive Committee;
- participate in functions to get the KGOP name out. These could include parades, softball games, candidate forums, etc.

## **Volunteer Coordination**

10.8. The Volunteer Coordination Committee shall:

- recruit, train, and place volunteers for central (non-precinct based) KGOP activities;



# **BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE**

- obtain information on KGOP volunteers from databases, candidates, and other sources and use this information to contact volunteers;
- work with staff to examine, maintain, and expand the KGOP database of volunteers for KGOP activities;
- provide volunteer contact lists for other KGOP committees

## **Candidate Recruitment and Assistance**

10.9. The Candidate Recruitment Committee shall:

- recruit and train candidates for public offices;
- research past elections, evaluate and recommend campaign strategies, and conduct postelection evaluations;
- coordinate recruitment so that more than one candidate is not recruited for the same office;
- recruitment should include nonpartisan offices such as city commission, school board, and library board;
- meet with candidates immediately after the filing deadline (primary in the case of contested partisan primaries in which the KGOP has not endorsed) and help these candidates establish benchmarks and goals;
- offer assistance and advice from elected officials and experienced campaign managers and office workers (this is particularly for first-time candidates);
- put together booklets of relevant information to give to candidates and offer information about campaign schools;
- attempt to ensure that candidates in competitive elections actively campaign for office;
- intervene when needed;
- maintain contact with current elected officials and inform them of local events.

## **Planning**

10.10. The Planning Committee shall:

- evaluate rules and bylaws as necessary;
- review and recommend changes to these KGOP bylaws;
- create and maintain a Master Copy of KGOP bylaws and policies;
- develop a Strategic Plan for the KGOP at the beginning of every two-year cycle and submit to the Executive Committee for approval. Incorporate the goals of the officers;
- develop plans to reform the structures and functions of the Kalamazoo GOP and submit them to the Executive Committee for approval as necessary;

# BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE

- be familiar with and guide the KGOP in its compliance with MRP Rules and with Michigan law relevant to KGOP operating procedures and practices.

## **Membership**

10.11. The Membership Committee shall:

- report directly to the County Chair;
- manage and maintain membership records and provide them for establishing the credentials of delegates at county conventions and for satisfying the requirements of Article 4.
- organize efforts to increase membership;
- perform membership relations;
- notify KGOP members of membership expiration or termination;
- develop and establish requirement for members "in good standing."

## **Communication and Education**

10.12. The Communication and Education Committee shall:

- create and maintain policies for KGOP logo's, identity, branding, and messaging;
- manage all social media and electronic communications for the KGOP;
- assist all members in utilization of technology to further the KGOP;
- manage and maintain the day-to-day operations of messaging as directed by the County Chair and Officers;
- research means of communicating KGOP message and activities to the public and our members and implement a program for the same.

## **Student Committee**

10.13. The Student Committee shall:

- help better integrate the KGOP with the various student and youth (<35) led organizations in Kalamazoo;
- empower young people to get more involved in the political process and emphasis conservative principals;
- recruit young candidates to run for state and local office, and for KGOP and MRP leadership positions.

## **Resolutions Committee**

10.14. The Resolutions Committee shall:

- receive and consider resolutions;

# **BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE**

- edit them as necessary and forward them to the next meeting of the Executive Committee;
- attach a recommendation to the resolution at its discretion;
- research, write, and propose resolutions on its own initiative.

## **Additional Committees**

10.15. Additional standing committees or ad hoc committees may be formed as needed by the Executive Committee.

## **Reports**

10.16. The Committee Secretary should submit written reports to the KGOP Secretary, or as directed by the Secretary, after each meeting for dissemination by email to the Executive Committee. Reports should include specific information on what the committees did to achieve their duties (e.g. how many dollars raised, letters written, etc.) Committees should meet when necessary. This may not be every month.

## **ARTICLE 11 – CANDIDATES and ENDORSEMENT**

### **Limitations on Support of Candidates**

11.1. Only those officeholders and candidates who are members of the KGOP shall be eligible to receive election assistance of any kind from the KGOP, including endorsement. Judicial officeholders and judicial candidates are exempt from this requirement. Statewide candidates and federal candidates are exempt from this requirement.

### **Endorsements**

11.2. A motion to endorse or disavow a ballot proposal may be adopted by a majority of the Executive Committee members present and voting without prior notice.

11.3. A motion to endorse or disavow a candidate must be made at a meeting of the Executive Committee. A motion to endorse or disavow 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 or disavow. The motion shall be forwarded to the Executive Committee membership along with the notice of the next meeting at which the vote will be taken. Two-thirds (2/3) of the members present and voting are required to endorse or disavow a candidate.

### **Support of Candidates in Primary or Other Elections**

11.4. A candidate for public office who is a member of the KGOP in good standing has the right to schedule use of the KGOP office with the Secretary and to place and distribute yard signs and literature at the office.

# BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE

11.5. Only candidates who have been endorsed may be considered for allocation of KGOP funds; included in phone banks, robo-calls, slate literature, or similar publicity sponsored by KGOP; and/or have access to the KGOP database.

## ARTICLE 12 – CONFLICT RESOLUTION and REMOVAL

12.1. Precinct Delegates are county party positions who serve at pleasure of the Executive Committee.

12.2. The Executive Committee shall decide all controversies or conflicts arising within its jurisdiction. No outside organizations, individuals, groups, district committees, or state committees shall be permitted to decide or influence the decision of any controversies or conflicts that arise within Kalamazoo County.

12.3. Any Member or person elected in Kalamazoo County as a Precinct Delegate on the Republican side of the ballot may be censured, suspended, or removed from such position for any reason by the KGOP Executive Committee, including but not limited to the following:

- a) brings litigation against the KGOP, its Executive Committee, or its Officers
- b) openly supports a member of another political party, runs as a member of another political party, or works against the interest of a Republican candidate
- c) is so inactive, irresponsible, destructive, or misrepresentative to the values and/or affairs of the KGOP that harm has been caused to the KGOP; diminishes the reputation of public officials and with Republican candidates;
- d) failing to qualify as an elector;
- e) willful violation of these rules or working against the interest of the KGOP;
- f) inactivity, neglect, or refusal to perform the duties of the office or position;
- g) causes dissension within the KGOP by encouraging members to ignore the bylaws or directives;

12.4. Before the Executive Committee may undertake any action for censure, suspension, or removal, a written complaint setting forth the alleged causes for censure, suspension, or removal and signed by no fewer than 5 Members shall be filed with the County Chair with a copy to the Secretary.

12.5. Within 10 days after receipt of the complaint, the County Chair shall notify the accused and supply him/her with a copy of the charges. The accused may file a written answer to the charges within 14 days. At the conclusion of this period or upon receipt of the reply, the County Chair, or the County Vice Chair (in the event the charge is against the County Chair), shall refer it to the Membership Committee.

# **BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE**

12.6. The Membership Committee shall meet within 10 days to review the complaint and answer and may conduct a hearing into the matter upon a majority vote of the committee. Any hearing shall be conducted within 21 days of the meeting by the committee. Within 10 days after the hearing, or within 10 days after the initial meeting in the event no hearing is conducted, the committee shall send a recommendation to the Executive Committee, which shall then determine what action shall be taken if any, including censure, suspension, or removal by a vote of three-fifths (3/5) of the Executive Committee members present at any regular or special meeting for any reason. The accused shall have the right to attend the Executive Committee meeting in person and be heard or submit a written statement which shall be read at the meeting. The decision of the Executive Committee shall be final. There shall be no appeal.

12.7. Any current or former KGOP Member, non-member, or current or former Precinct Delegate who issues a "call to convention" or holds a convention without the authorization of the County Chair or otherwise in violation of these bylaws, shall be subject to removal (if not already removed) or shall be fined \$10,000 plus \$100 per day until paid, or both.

12.8. The KGOP is an autonomous self-governing private political organization. No other county committee, district committee, state committee, or political party committee may assert control over KGOP. In the event MRP or any of its committees, committeemen or committeewomen, officers, legal counsel, employees, or volunteers attempt to or does assert any control on any aspect of KGOP, its Statement of Organization, its membership, its Executive Committee, Officers, or operations, MRP shall be fined \$150,000 payable on demand plus \$1,000 per day until paid. The person or persons who attempts to or does assert any control shall be fined \$10,000 payable on demand plus \$100 per day until paid. These amounts may be cumulative.

## **ARTICLE 13 – DISBURSEMENT OF FUNDS**

### **Regulations**

13.1. The receipt, maintenance, and disbursement of funds on behalf of the KGOP shall be in accordance with written regulations and policies adopted by the Executive Committee. Such regulations and policies shall be recommended by the Finance and Budget Committee and shall be effective upon approval by a majority of the Executive Committee.

### **Banking and Appropriation of Funds**

13.2. All organization funds contributed to or received on behalf of the KGOP shall be deposited in a bank. All expenditures, withdrawals or appropriations therefore shall be made only upon the authorization of the Officers or the Executive Committee. The Treasurer shall use commonly accepted accounting practices and guidance from the appropriate State and Federal regulations as such to maintain the organizations compliance in such therein.

### **Intent**

13.3. All KGOP funds should be used to further the KGOP's purposes and goals.

# BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE

## ARTICLE 14 – AMENDMENTS

### Notice of Proposed Amendments

14.1. All proposed amendments to these bylaws shall be first submitted in writing and presented to the Executive Committee at least one month prior to the date on which such proposed amendments are to be voted.

14.2. The Executive Committee may refer any proposed amendment to the Planning Committee for additional study, which shall then make its report on said amendments to the Executive Committee.

### Adoption

14.3. Adoption of an amendment requires a majority vote of the total voting membership of the Executive Committee.

14.4. 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.

14.5. Whenever amendments to the bylaws are adopted, the Secretary shall immediately submit the amended bylaws to the Secretary of the MRP State Central Committee in order to inform MRP of such amendments.

## ARTICLE 15 – RESOLUTIONS

### Adoption

15.1. Resolutions adopted on behalf of the KGOP must be approved at a regularly scheduled Executive Committee meeting by a simple majority vote of the members present.

### Notice of Resolutions

15.2. Draft resolutions must be distributed to all Executive Committee members at least fourteen (14) days prior to the next regularly scheduled Executive Committee meeting. Any resolution brought forth without the required notice period shall be tabled until the next regularly scheduled Executive Committee meeting, unless the committee suspends said rule by two-thirds (2/3) vote.

## ARTICLE 16 – MEMBERSHIP RESTRICTIONS

16.1. Any current or former KGOP Member, non-member, or current or former Precinct Delegate who brings, maintains, or assists in litigation or has brought, maintained, or assisted in litigation against the KGOP, its Executive Committee, or its Officers shall be removed from membership or delegate position and shall be ineligible for any future membership or delegate position for ten (10) years.



# BYLAWS OF THE KALAMAZOO COUNTY REPUBLICAN COMMITTEE

16.2. Any current KGOP Member or current Precinct Delegate who brings litigation against the KGOP, its Executive Committee, or its Officers shall be required to file with the court clerk a bond with surety in an amount sufficient to cover all costs and other recoverable expenses that may be awarded by the trial court and appellate courts.

16.3. Any current or former KGOP Member, non-member, or current or former Precinct Delegate who openly supports a member of another political party, runs as a member of another political party, or works against the interest of a Republican candidate shall be removed from membership or delegate position and shall be ineligible for any future membership or delegate position for six (6) years.

16.4. Any current or former KGOP Member, non-member, or current or former Precinct Delegate who has been removed as a KGOP Member, as a member of the Executive Committee, or as a Precinct Delegate shall be removed from membership or delegate position and shall be ineligible for any future membership or delegate position for ten (10) years, or such other time as determined by the Executive Committee.

## ARTICLE 17 – SEVERABILITY CLAUSE


17.1. If any of these bylaws shall be held to be illegal or invalid, in whole or in part, by a court of law of competent jurisdiction, the remaining portion or portions of such bylaws shall be considered severable and not be affected by such determination, and the rights and obligations of the parties shall be construed and enforced as if these bylaws did not contain the particular part, term or provisions held to be illegal or invalid.

## ARTICLE 18 – DISSOLUTION

18.1. If the KGOP is dissolved all general funds and any other assets or holdings shall be dispersed as is determined by the Executive Committee.

Adopted September 11, 2023 @ 5:34pm

  
Kelly Sackett, Chair

  
Kathleen Olmstead, Secretary

# **Exhibit 3**



BYLAWS  
OF THE  
MICHIGAN REPUBLICAN STATE  
COMMITTEE

AS AMENDED DECEMBER 3, 2022

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## ARTICLE I - Name

This Committee shall be identified as the Michigan Republican State Committee and for the purpose of these Bylaws, unless otherwise specified, shall be designated as the Committee. Notwithstanding the foregoing, the official name of this Committee shall be the “Michigan Republican Party”.

## ARTICLE II – Purposes

The purposes of this Committee shall be as follows:

- A. To perform all duties delegated to a State Committee by law, and such other duties not prohibited by law.
- B. To direct, manage and supervise the affairs and business of the Republican Party in Michigan. This shall include, but shall not necessarily be limited to:
  1. work for the election of nominees of the Republican Party in Michigan; and
  2. work in close cooperation with other Republican state, district and county organizations.
- C. To adopt Bylaws by which the Committee shall be governed.

## ARTICLE III - Membership And Vacancies

- A. Regular Members. The regular members of this Committee shall be seven (7) persons, no more than four (4) of which shall be of the same gender (one of whom shall be the District Chairman) nominated and elected from each congressional district caucus at the Spring State Convention; the Chairman, the Co-Chairman (who shall be the running mate of the Chairman), a Coalitions Vice Chairman, an Outreach Vice Chairman, a Grassroots Vice Chairman, an Ethnic Vice Chairman, an Administrative Vice Chairman, and a Youth Vice Chairman, all of whom shall be nominated and elected at the Spring State Convention in odd-numbered years; the Secretary of the Committee who shall be elected at the second meeting of the Committee following its election; the Treasurer and General Counsel of the Committee who shall be nominated by the Chairman and confirmed by the Committee at the second meeting of the Committee following its election; the Finance Chairman of the Committee who shall serve at the pleasure of the Chairman; the National Committeeman and National Committeewoman selected according to law until their successors are elected; and the president of the Republican Women's Federation of Michigan; and a Chairman of a county executive committee as selected by the County Chair Advisory Committee.

- B. Ex-Officio Members. The following persons or their designees shall be ex-officio members of the Committee: (1) the Governor, if the Governor is a Republican; (2) the Secretary of State, if the Secretary of State is a Republican; (3) the Attorney General, if the Attorney General is a Republican; (4) a United States Senator, if the United States Senator is a Republican; (5) a Congressman selected from the Republican Caucus of the Michigan Congressional Delegation; (6) a Senator selected from the Republican Caucus of the Michigan State Senate; (7) a Representative selected from the Republican Caucus of the Michigan House of Representatives; and (8) the Chairman of each county executive committee during his/her term of office to serve until his/her successor is elected or qualified (hereinafter referred to as a "County Ex-Officio Member"). Ex-Officio members are non-voting members of the Committee except as otherwise specifically provided in these Bylaws. Ex-officio members shall be sent notice of Committee meetings in the same manner as regular members of the Committee.
- C. Non-Voting Members. There shall also be seven (7) non-voting members from each of the following: Michigan Women's Federation, the Michigan Young Republicans, the Michigan Federation of Teenage Republicans, the Michigan Federation of College Republicans, the Michigan Black Republican Council, the Michigan Republican Nationalities Council, and the Republican National Hispanic Assembly of Michigan, with one member from each group to serve on a different Standing Committee. The foregoing members shall be nominated by each of the above-referenced groups, and confirmed by appointment of the Chairman.

- D. Paid Members. There shall be a "paid member" category of membership of the Committee. For the purposes of these Bylaws, the term "paid member" shall have the same meaning as Section 6(2)(a) of the Michigan Campaign Finance Act, or any successor or similar statute. In order to be eligible to become a paid member of the Committee on any given date, an individual must make a contribution to the Committee within eight (8) years from such date. If the requirements to become a paid member are otherwise met, each regular member, ex-officio member, or non-voting member may become a paid member of the Committee. Except pursuant to written authorization by the Chairman or by a majority vote of all of the regular members of the Committee: (1) there shall be no meetings of paid members; (2) paid members shall not have a voice or vote on any matter before the Committee or any subcommittee of the Committee; and (3) paid members, either individually or collectively, shall have no authority to speak or act on behalf of the Committee. The benefits of being a paid member of the Committee shall be determined from time to time by the Chairman. Notwithstanding anything in these Bylaws to the contrary, the Chairman may, at any time and for any reason or no reason, terminate an individual's status as a paid member of the Committee.
- E. Qualifications and Rights of Regular Members. Each regular member of the Committee shall be a registered voter in Michigan; in the case of District members, a resident of the Congressional District such member represents. Regular members shall have the right to vote on all matters which come before the Committee, except as otherwise provided in these Bylaws. To help defray State Committee Meetings costs, each regular member of the Committee must annually contribute at least twenty-five dollars to a regulated fund of the Committee by April 1st at 11:59PM. Beginning on April 2nd, the fee increases to at least fifty dollars. Failure of a regular member of the Committee to contribute to a regulated fund of the Committee on or before April 2nd shall result in the automatic suspension of all rights and privileges of such regular member until the contribution is made. Any person filling a vacancy shall have 60 days to make a \$25 contribution, thereafter it shall increase to \$50. No individual may serve as a regular member of the Committee in more than one capacity; consequently, in the event that an individual (currently serving as a regular member of the Committee) is subsequently selected to serve as a regular member of the Committee in another capacity, the regular member position first held by such person shall automatically become vacant, to be filled pursuant to these Bylaws.
- F. Qualifications And Rights Of County Ex-Officio Members. In the event that: (1) a county ex-officio member resigns from this Committee, is removed from this Committee, or refuses to serve as an ex-officio member of this Committee; (2) a county ex-officio member is selected to serve as a regular member of this Committee; (3) there are Co-Chairmen from a particular county; (4) a county ex-officio member of this Committee resigns or is removed as Chairman of the county executive committee; or (5) there exists any other issue relating to the qualifications of a county ex-officio member to serve on this Committee, then in such an event, the county executive committee of the county in question shall determine the county ex-officio member to serve on this Committee. Each county ex-officio member shall be a registered voter of the county such member represents. If a county ex-officio member is not present for any particular meeting, the county ex-officio member may provide a proxy or, if no proxy is provided, the county

ex-officio member's county executive committee may designate a substitute county ex-officio member; provided, however, that the proxy or substitute county ex-officio member must be a registered voter of the county ex-officio member's county. Each county ex-officio member of the Committee must be a financial contributor to a regulated fund of the Committee each calendar year; failure of a county ex-officio member of the Committee to contribute to a regulated fund of the Committee by March 1st in each calendar year shall automatically suspend all rights and privileges of such member until the contribution is made in that calendar year.

- G. District Chairman Vacancies. A permanent vacancy in the District Chairman position arising from any cause whatsoever shall be filled by the committee of the Congressional District in which the vacancy arises within sixty (60) days after such vacancy arises. The position of District Chairman may be filled without respect to gender, even though the selection of a replacement District Chairman may cause five (5) men and two (2) women, or five (5) women and two (2) men, to be the regular members of this Committee from such Congressional District. Notice in writing to the Chairman of the State Committee of the name and address of the person selected to fill the vacancy shall be signed by the Acting Chairman of the Committee of the appropriate Congressional District. Notwithstanding anything in these Bylaws to the contrary: (1) In no event shall there be more than five (5) men or five (5) women as regular members of this Committee from any Congressional District; and (2) only in the event of a vacancy in the District Chairman position will these Bylaws ever permit more than four (4) men or more than four (4) women as regular members of this Committee from any Congressional District.
- H. District Member Vacancies. Permanent vacancies in District membership, other than District Chairman, arising from any cause whatsoever shall be filled by the committee of the Congressional District in which the vacancy arises within sixty (60) days after such vacancy arises. A permanent vacancy in District membership (other than District Chairman as provided for in Article III, Section G) must be replaced with a qualified person of the same gender as the person he or she is replacing as a regular member of this Committee; provided, however, if such Congressional District has replaced its District Chairman so that there are five (5) men or five (5) women as regular members of this Committee from such Congressional District (as provided in Article III, Section G), then a permanent vacancy in the District membership must be replaced with a qualified person of the gender which will result in no more than four (4) men or four (4) women as the regular members of this Committee from such Congressional District. Notice in writing to the Chairman of the State Committee of the name and address of the person selected to fill the vacancy shall be signed by the Chairman of the Committee of the appropriate Congressional District.

- I. When A District Member Has Not Provided A Proxy. If a District member is not present for a particular meeting and has not provided for a proxy, the District Chairman, or in his absence, the remaining members present from the absent member's Congressional District, may select a registered voter from their Congressional District to fill the vacancy for that meeting only. If the absent member should subsequently appear during the course of the meeting, said regular member shall regain full voting rights.
- J. When Any Regular Member Other Than A District Member Has Not Provided A Proxy. If any other regular member of the Committee is not present for a particular meeting and is not represented by proxy, that position shall not be filled by any other person.
- K. Removal Of Members.
1. Removal By The Committee. Any member may be removed as a member of this Committee by the Committee upon a seventy-five percent (75%) vote of the Committee present and voting as any meeting of the Committee, provided there is a quorum present, and such seventy-five percent (75%) vote must be made in person by such members and not by proxy; provided, further, that in order to bring the question before the Committee as to the removal of a member, a petition requesting that such a vote be taken, bearing the signatures of at least fifty percent (50%) of the entire Committee (no proxies allowed), shall be filed with the Chairman (or, if the Chairman is the member in question, then such petition shall be filed with the Secretary).
  2. Procedures for Removal. Since removal by the Committee is discretionary, there shall be no formal procedures required to remove a member as a member of this Committee.
- L. When An Officer Becomes A Candidate. Should any Committee officer become a candidate for State or Federal elective office prior to a primary by announcing his or her candidacy or forming, or authorizing or acquiescing in the formation of an exploratory or draft committee on his or her behalf, that officer shall immediately, effective on the day of the announcement of such a candidacy effort, take a leave of absence from his or her office.

During that sixty (60) day period, that officer shall have none of the titles, rights, powers, resources and perquisites of his or her office.

On or before the expiration of that sixty (60) day period, that officer shall notify the State Party Chairman (or Co-Chairman in the event the Chairman is the officer in question) of that officer's determination to continue or discontinue his or her candidacy.

Should that officer determine to discontinue his or her candidacy, then that officer shall immediately resume his or her office and all the rights, titles, powers, resources and perquisites of that office.

In the event that the officer determines to continue his or her candidacy, or fails to notify the Chairman (or Co-Chairman in the event the Chairman is the officer in question), or refuses to comply with any of the terms of this Section, then that officer shall automatically be deemed a candidate and shall no longer have the titles, rights, powers, resources and perquisites of his or her former office.

If, prior to the passage of sixty (60) days, the deadline passes for candidates to enter the race in question and the officer is the only Republican candidate for the post, the officer shall immediately submit his or her resignation to a committee comprised of the State Chairman or, in his absence, the Co-Chairman, the Chairman of the Budget Committee, and the Chairman of the Policy Committee. Said committee shall then meet and either:

1. accept the resignation of the officer, declare the post vacant, and initiate the process set forth in these Bylaws for filling the officer vacancy; or
2. grant the officer a leave of absence through the general election. In the event this course is followed, the State Chairman or the Co-Chairman shall, with the State Committee's approval, designate an individual to handle the officer's duties in an acting capacity until the general election; or
3. permit the officer to resume his or her duties. Should the committee choose to follow this course of action, it shall reconvene every thirty (30) days until the general election, at which time the committee shall either continue the candidate active status or, instead, follow one of the alternative courses of action set forth above.

M. Conflicts Of Interest.

1. Purpose. The purpose of this Section is to protect the character and integrity of the Committee and the shared values of all Republicans by adopting conflict of interest rules that address both actual conflicts of interests and those situations that may give rise to the appearance of a conflict of interest. Underlying these rules is the recognition that service on the Committee is a privilege and appropriate measures must be instituted to protect the integrity of the Republican Party.
2. Disclosure. All members of this Committee must disclose the following:
  - a. The receipt of any compensation that exceeds \$500 dollars in value on an annual basis from any candidate or candidate committee for election to any state or Federal office; any officeholder who is subject to election under the laws of the State of Michigan or the United States of America; any political party or committee subject to the reporting requirements of the Michigan Campaign Finance Act or the Federal Election Campaign Act (or any successor statute) including candidate committees, political committees, and independent committees or political action committees commonly known as "pacs". This Subsection is intended to cover anyone who receives \$500 or more from any candidate, committee, or officeholder subject



to the reporting requirements of state or Federal law, including employees of the Committee. This Subsection is not intended to cover public employees subject to civil service rules; only political appointees or contract employees of an officeholder need disclose. This Subsection is only intended to cover candidates or committees that participate in state or Federal elections in the State of Michigan.

- b. For purposes of the conflict of interest rules, “compensation” includes, but is not limited to, any of the following: money, contract, property, gift, gift card or certificate, fee, contribution, rebate, discount, loan, office, position, appointment, job, employment; or any agreement to provide the foregoing or any other service or item having value.
  - c. Since the Committee is a political organization, it is recognized that the members of this Committee may receive complimentary tickets or promotional gifts from candidates or other political organizations. Accordingly, “comp” or free tickets to fundraisers, rallies or other political events are not considered compensation as defined above regardless of the face value price of the ticket unless the member receives something of value other than attendance, food and drink at the fundraiser, rally, or event.
  - d. Food and drink provided at a campaign center or on the campaign trail and campaign or issue-related clothes are excluded from this provision.
3. Spouses. If the spouse of a member of this Committee would meet the criteria for disclosure under Subsection 2 above, then the member must disclose said compensation.
  4. Ownership. If a member of this Committee has any ownership interest in any company or entity that fits the criteria for disclosure under Subsection 2 of this Section, then the member must disclose said ownership and compensation.
  5. Form Of Disclosure. The Chairman or Chairman's designee shall design a disclosure form for purposes of this Section.
  6. Compliance Officer. The Chairman shall appoint a compliance officer to accept and maintain a record of all such disclosures for at least three (3) years. This compliance officer may be either a paid employee of the Committee or unpaid volunteer. However, in all circumstances, the list of disclosures must be maintained by the Committee and available to any current member of the Committee.
  7. Time Of Disclosure. All members who are subject to disclosure pursuant to this Section, must disclose within thirty (30) days of meeting the \$500 threshold. The member must

provide the disclosure in writing to the Chairman's designated compliance officer. The compliance officer shall provide a list of disclosures monthly to the Chairman and the Chairman of each standing committee. Any member who is required to disclose by virtue of his or her status as employee of an elected Michigan or Federal officeholder need only disclose one time during the course of employment by that officeholder.

8. Current Officers And Members. Any current members of the Committee who meet the criteria for disclosure under Subsection 2 are not required to disclose until ninety (90) days after the adoption of this rule.
  
9. Determination Of Violation. The compliance officer appointed in Subsection 6 above, either after receiving a complaint or utilizing his or her own discretion, will make a recommendation to the Policy Committee whether or not a violation of this Section has occurred. The Policy Committee, in turn, shall make a recommendation to this Committee whether or not a violation of this Section has occurred. Thereafter, whether or not a violation of this Section has been committed shall be determined by a sixty-six and two-thirds percent (66.67%) vote of the regular members of this Committee.
  
10. Penalty. Any member of the Committee who violates this Section shall lose their position on the Committee and shall remain ineligible for service on the Committee for a period of five (5) years from the time of discovery of the violation. An expelled member may become eligible for membership on the Committee before the five (5) year penalty period expires only if his or her penalty is waived by a majority vote of the regular members of the Committee.

#### ARTICLE IV - Officers

- A. Officers. The Committee shall have the following officers, none of whom need be a duly selected or elected member of the Committee from a Congressional District prior to becoming an officer of the Committee:
  1. Chairman;
  2. Co-Chairman;
  3. Coalitions Vice Chairman;
  4. Outreach Vice Chairman;
  5. Grassroots Vice Chairman;
  6. Ethnic Vice Chairman;
  7. Administrative Vice Chairman;
  8. Youth Vice Chairman, who when elected shall not have obtained the age of 25;
  9. Secretary;

10. Treasurer;
11. General Counsel; and
12. Finance Chairman.

- B. Election Of Secretary, Treasurer, And General Counsel. The Secretary, Treasurer, and General Counsel shall be selected at the second regular meeting of the Committee after its election, and they shall hold office until their successors are elected and qualified. They shall have the right to vote on all matters which come before the Committee except for the election of its officers, including their successors, unless they be convention-elected members.
- C. Vacancy In Office Of Chairman. In the event the office of Chairman becomes vacant, the Co-Chairman shall become Acting Chairman until a successor is elected at the next meeting of the Committee (unless the call for the next meeting of the Committee has already been issued before the vacancy occurs, in which case a successor shall be selected at the meeting following the next meeting after the vacancy occurs). In the event the Co-Chairman is unable to serve, the office of Acting Chairman shall pass to the Secretary, Treasurer, General Counsel, and Finance Chairman, in that order.
- D. Vacancy In Offices Of Secretary, General Counsel, Co-Chairman Or Any Vice Chairman. In the event the office of Secretary, General Counsel, , Co-Chairman or any Vice Chairman becomes vacant, a successor shall be selected at the next meeting of the Committee (unless the call for the next meeting of the Committee has already been issued before the vacancy occurs, in which case a successor shall be selected at the meeting following the next meeting after the vacancy occurs), which meeting shall be in part called for that purpose.
- E. Vacancy In Office Of Treasurer. In the event the office of Treasurer becomes vacant, the Secretary shall become the Acting Treasurer until a successor is elected at the next meeting of the Committee (unless the call for the next meeting of the Committee has already been issued before the vacancy occurs, in which case a successor shall be selected at the meeting following the next meeting after the vacancy occurs), which meeting shall be in part called for that purpose. In the event the Secretary is unable to become Acting Treasurer, the office shall pass to the General Counsel and Finance Chairman, in that order, until a successor is elected at the next meeting of the Committee.

F. Selection Method Of Filling Vacancies. In the event that the office of Chairman, Secretary, or any Vice Chairman becomes vacant, a successor shall be selected by the Committee. In the event that the office of Co-Chairman, Treasurer, or General Counsel becomes vacant, a successor shall be selected by nomination by the Chairman and confirmation by the Committee.

G. Removal Of Officers.

1. Removal By The Chairman. The Chairman shall have the power to declare vacant the seat of any officer who refuses to support the Republican nominee for any office within the State of Michigan.
2. Removal By The Committee. Any officer may be removed as an officer and member of this Committee by the Committee upon a seventy-five percent (75%) vote of the Committee present and voting at any meeting of the Committee, provided there is a quorum present, and such seventy-five percent (75%) vote must be made in person by such members and not by proxy; provided, further, that in order to bring the question before the Committee as to the removal of an officer, a petition requesting that such a vote be taken, bearing the signatures of at least fifty percent (50%) of the entire Committee (no proxies allowed), shall be filed with the Chairman (or, if the Chairman is the officer in question, then such petition shall be filed with the Secretary).
3. Procedures For Removal. Since removal by the Chairman or by the Committee is discretionary, there shall be no formal procedures required to remove an officer as an officer and member of this Committee.
4. Selection Of Successor. In the event of the removal of an officer, a successor shall be selected at the next meeting of the Committee, which meeting shall be in part called for that purpose. Upon removal, an officer shall not be eligible to become a member of this Committee for the remainder of the term of office for which such officer was removed.

ARTICLE V - Duties Of Officers

- A. Chairman. The Chairman shall preside at all meetings of the Committee, and the Chairman or his/her designee shall sign all contracts, agreements and documents, submit reports to the Committee at each meeting of the Committee and at such other meetings as the Committee, by resolution or motion, may require, appoint and hire such employees as the business of the Committee may require, and shall perform such other duties as these Bylaws provide and as the Committee shall from time to time designate. The Chairman shall be an ex-officio member of all standing committees and of all sub-committees. The Chairman's compensation, if compensation is to be accepted by the Chairman, shall be no less than the salary of the Senate Majority Leader and no more than the salary of the Governor, as approved by the Budget Committee.

- B. Co-Chairman. The Co-Chairman shall be a registered voter (and in his/her absence the Secretary) shall have like power as the Chairman in the absence of the Chairman, and shall perform such other duties as the Committee may determine. The Co-Chairman shall be an ex-officio member of all committees of which the Chairman serves as an ex-officio member.
- C. Coalitions Vice Chairman. Shall serve ex-officio as a member of all committees, and shall supervise and direct all coalition building activities, including activities relating to senior citizens, women, union members, blue collar workers, white collar workers, professionals, small businessmen, farmers, sportsmen, conservationists and any other group that should rightfully be a part of the Republican Party coalition. The Coalitions Vice Chairman shall perform such other duties as the Committee or the Chairman may determine.
- D. Outreach Vice Chairman. Shall serve ex-officio as a member of all committees, and shall supervise and direct all activities necessary to deliver the Republican message, including activities relating to media, letters to the editor, local cable access, Internet, assisting candidates with editorial boards, endorsements, and arranging for speakers to spread the Republican message. The Outreach Vice Chairman shall perform such other duties as the Committee or the Chairman may determine.
- E. Grassroots Vice Chairman. Shall serve ex-officio as a member of all committees, and shall supervise and direct all activities relating to precinct delegate recruitment, voter registration, volunteers, and get-out-the-vote efforts. The Grassroots Vice Chairman shall perform such other duties as the Committee or the Chairman may determine.
- F. Ethnic Vice Chairman. Shall serve ex-officio as a member of all committees, and shall supervise and direct all ethnic activities designed to attract citizens of every race, color, creed, and nationality to the Republican Party. The Ethnic Vice Chairman shall perform such other duties as the Committee or the Chairman may determine.
- G. Administrative Vice Chairman. Shall serve ex-officio as a member of all committees, and shall supervise and direct all activities relating to conventions, candidate events, and conferences. The Administrative Vice Chairman shall perform such other duties as the Committee or the Chairman may determine.
- H. Youth Vice Chairman. Shall serve ex-officio as a member of all committees, and shall supervise and direct all youth activities of the Party. The Youth Vice Chairman shall perform such other duties as the Committee or the Chairman may determine.

- I. Secretary. The Secretary or the Secretary's designee(s) shall keep an accurate record of the minutes of each meeting of the Committee and of the reports of the subcommittees, shall give notice to the membership of all meetings by sending same to the post office address of the member recorded with the Committee, make written report to the Committee at each meeting, perform such other duties as these Bylaws provide and as this Committee shall from time to time require.
- J. Treasurer. The Treasurer or the Treasurer's designee(s) shall comply with all applicable laws and receive all monies paid to the Committee and deposit the same in the name of the Committee in a bank designated by the Budget Committee, pay all bills charged to the Committee when authorized by the Chairman, or in his/her absence the Co-Chairman of the Committee, sign and execute contracts, agreements and documents with the Chairman in the manner set forth in paragraph (A) above, keep accurate account of all receipts and disbursements in proper books, which books shall at all times be open to inspection and examination of the Budget Committee, shall render statements of the financial condition of the Committee to the Committee at each meeting, make an Annual Statement and report to the Committee at each meeting of the year, have books audited or reviewed for each preceding election cycle by certified public accountants proposed by the Chairman and approved by the Budget Committee.

The Treasurer shall turn over to his successor all funds, money and books, accounts, files, letters, papers and other property pertaining to or associated with the affairs and business of the Committee. The Treasurer shall be a non-voting member of the Budget Committee.

- K. General Counsel. The General Counsel shall advise the Committee, its standing committees and its officers on all legal matters involving the Committee, and shall perform such additional duties as may be assigned to him or her by the Chairman and/or Committee.
- L. Finance Chairman. The Finance Chairman shall supervise the Committee's fundraising activities subject to the direction of the Chairman and the Committee, and shall perform such other additional duties as may be assigned to him or her by the Chairman and/or Committee.
- M. Meetings Of Vice Chairmen. The Co-Chairman and all Vice Chairmen shall meet as a group at least five (5) times in each calendar year at the call of the Chairman.
- N. Officers Prohibited from Convention and Primary Candidate Endorsements. Officers of this Committee, as set forth in Article IV(A), are prohibited from endorsing candidates seeking nomination in a convention of this Committee or Republican primary. Such an endorsement shall constitute a conflict of interest and the offending conduct shall be reviewed by the Policy Committee pursuant to its Determination of Violation and Penalty procedures as set forth in Article III(M)(9) and (10).

## ARTICLE VI - Meetings

- A. Regular Meetings. The first meeting of this Committee after its members have been elected shall be called by the Chairman within 24 hours after the State Convention is adjourned. There shall be at least five (5) meetings of the Committee in each calendar year.
- B. Special Meetings. Special meetings of the Committee may be called by the Chairman when the business of the Committee requires the same, and the Chairman shall call a special meeting of the Committee on written request of one-third of the members of the Committee, jointly or severally, within 15 days after such written request has been filed with the Chairman. Upon failure to do so, any such member can give notice five (5) days before such meeting. Notices of special meetings shall state the purpose of such meetings.
- C. Quorum. A majority of the total membership of the Committee present in person or by proxy shall constitute a quorum to transact all business of the Committee except where the action of the Committee requires a larger number of members as specially set forth in these Bylaws.
- D. Proxy Voting. Those authorized to vote may vote in person or by proxy at any meeting of the Committee, provided that such person shall be allowed to cast only one vote on each item of business transacted. Any person voting a proxy of a District member must be a qualified elector from that member's Congressional District. Any person voting a proxy of any other regular member must be a qualified elector of the State of Michigan.
- E. Roll Call Votes. All roll call votes shall begin with the Congressional District in which the meeting is being held, proceeding in ascending numerical order by Congressional District until the votes of the highest numbered district have been cast, then continuing in ascending order from the First District until all district members have been called. Officers shall vote after the completion of the roll call of the district members.
- F. Meetings By Conference Telephone Or Similar Communications Equipment. Any meeting called by the State Chairman may be by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting held pursuant to this section constitutes presence in person at the meeting. If any person chooses to vote by proxy at a meeting held pursuant to this section, written authorization to vote by proxy must be received by the State Chairman prior to the commencement of such a meeting.
- G. Notices. For the purposes of these Bylaws, the term "mail" shall be defined as mail by the U.S. Postal Service, electronic mail, facsimile transmission, private mail delivery

service, or personal delivery. Any notices or notification pursuant to these Bylaws may be sent by any reasonable means, including, but not limited to, by the U.S. Postal Service, electronic mail, facsimile transmission, private mail delivery service, telephone or personal delivery.



## ARTICLE VII - Committees

- A. Standing Committees. There shall be appointed the following standing committees at the second regular meeting of this Committee:
1. Policy Committee. This committee shall consist of one regular member from each congressional district committee. This committee shall make recommendations to the State Chairman, recommend Party policy and establish programs for implementation by the other standing committees.
  2. Budget Committee. This committee shall consist of one regular member from each congressional district committee. This committee shall maintain budget control, review and approve financial spending, and promote sound fiscal policy.
  3. Issues Committee. This committee shall consist of one regular member from each congressional district committee. This committee shall research, study and evaluate issue positions for consideration by the State Committee or State Conventions. The following persons or their designees shall be ex-officio members of this committee: (1) the Governor, if the Governor is a Republican; (2) the Secretary of State, if the Secretary of State is a Republican; (3) the Attorney General, if the Attorney General is a Republican; (4) a United States Senator, if the United States Senator is a Republican; (5) a Congressman selected from the Republican Caucus of the Michigan Congressional Delegation; (6) a Senator selected from the Republican Caucus of the Michigan State Senate; and (7) a Representative selected from the Republican Caucus of the Michigan House of Representatives. Ex-Officio members are non-voting members of this committee.
- B. Additional Standing Committees Appointed By The Chairman. At all times, the Chairman shall have the discretion to create and dissolve additional standing committees, and to assign such purposes and duties to each of such standing committees as the Chairman shall determine. The purposes and duties of all newly-created standing committees shall be subject to confirmation by the Committee at the first meeting of the Committee following the creation of the standing committee in question.
- C. Committee Assignments. The State Chairman shall be empowered to determine the membership and numbers of members of each standing committee at all times, provided, however, that the Policy Committee, Budget Committee, and Issues Committee must only consist of one regular member from each congressional district committee. Members may serve on multiple standing committees; provided, however, no member shall serve on more than one (1) of the following standing committees: Policy Committee, Budget Committee, and Issues Committee. Any voting member of the State Committee is eligible for membership to any additional standing committee.

- D. Standing Committee Officers. The Chairman of each standing committee shall preside at all meetings of the committee, appoint sub-committees as deemed necessary, and shall perform such other duties as these Bylaws provide. The Vice Chairman shall have like power as the Chairman in the absence of the Chairman, may serve on all other committees in like capacity when the Chairman cannot attend, and shall perform such other duties as the committee may determine. If the standing committee determines that a Secretary is necessary, then a Secretary of each standing committee, or the Secretary's designee, shall keep an accurate record of the minutes of each meeting of the standing committee, and shall perform such other duties as the committee may determine. Each standing committee shall have the right to adopt its own rules and procedures not inconsistent with these rules and with Robert's Rules of Order, Newly Revised.
  
- E. Notice Of Standing Committee Meetings. Notice of subsequent meetings of each standing committee shall be mailed to each member thereof at least five (5) days before the date of the meeting by the Secretary thereof. Such meetings may be called by the Chairman of the standing committee or by any five (5) members of that committee.
  
- F. Sub-Committees. Each standing committee shall have the authority and power to appoint sub-committees which may include individuals who are not State Committee members. Each sub-committee so appointed shall include in its membership a person or persons from the standing committee who shall report directly to the standing committee.
  
- G. County Chair Advisory Committee. A minimum of ten (10) county chairmen shall be selected by the State Party Chairman to become members of this committee. This Committee shall meet a minimum of two (2) times in each calendar year at the call of the Chairman.
  
- H. Quorum For Standing Committee Meetings. It shall be necessary to have a quorum present at every standing committee meeting, consisting of not less than a majority of the membership of such committee present in person or by proxy, before any standing committee business may be transacted; provided, however, that a quorum be present at a Budget Committee meeting shall consist of not less than two-fifths of the membership of such committee in person, before any Budget Committee business may be transacted.
  
- I. Committees For Certain Definite Purposes. Committees for certain definite purposes may be appointed from time to time in the manner provided by any adopted resolution of the State Committee.

#### ARTICLE VIII - Resolutions And Rules

Prior to action by the Michigan Republican State Committee, a resolution or rule (including, without limitation, rules for the selection of delegates to conventions, or rules to supersede state election law) must first be submitted in writing to the appropriate standing committee not less

than fourteen (14) days prior to said committee meeting, by delivery of a copy of said resolution or rule to the Chairman or Secretary of said committee, and to the State Chairman. A copy thereof shall be mailed to all State Committee members not less than seven (7) days prior to their next meeting, provided that the foregoing provisions may be waived by a majority vote of the respective committee. After action by the appropriate standing committee, a resolution or rule shall be presented to the State Committee separate from the committee's report.

#### ARTICLE IX - National Committee

- A. Relationship With National Committee. The Committee shall maintain a good working relationship with the Republican National Committee and shall assist that Committee in the achievement of its goals.
- B. Election Of National Committeeman And Committeewoman. The Republican National Committeeman and Committeewoman from Michigan shall be elected by and at the same convention which elects delegates to the Republican National Convention. They shall serve until their successors are elected and qualified. They shall be qualified electors of Michigan.
- C. Vacancy In Office Of National Committeeman Or Committeewoman. In the event that either office becomes vacant prior to the convening of a state convention to elect National Convention delegates, this Committee shall elect a successor at the next meeting of the Committee, which meeting shall be in part called for that purpose.

#### ARTICLE X - Conventions

- A. Selection Of Delegates To The Republican National Convention. The Committee may adopt rules for the selection of delegates to the Republican National Convention.

- B. State Conventions. The time, manner, and place for holding State Conventions shall be consistent with the Michigan Election Law, MCL 168.1 et seq.; provided, however, that the Committee may determine that the time, manner, and/or place for holding State Conventions shall be inconsistent with the Michigan Election Law upon the favorable vote of sixty-six and two-thirds percent (66.67%) of the Committee present and voting, provided there is a quorum present, and such favorable sixty-six and two-thirds percent (66.67%) vote must be made in person by such members and not by proxy.
- C. Certain County And Congressional District Conventions. The Committee shall determine the time and manner for holding all county and congressional district conventions whereby delegates to a State Convention are selected.
- D. Candidates As Convention Delegates. All incumbent members of the state legislature and the Michigan Congressional Delegation shall be entitled to attend a county or district convention as delegates at-large of the county or district convention where such legislator resides.

The most recent person nominated as a Republican candidate for state legislative or county office shall also be a delegate at-large to the county or district convention where such nominee resides.

In addition to the proportionate number of delegates allocated to each county or district to be elected to attend a State Convention, all incumbent members of the state legislature and the Michigan Congressional Delegation shall be entitled to attend a State Convention as delegates at-large of the congressional district in which he or she resides.

#### ARTICLE XI - Organization Of The Michigan Republican Party

- A. Structure. The Michigan Republican Party is essentially comprised of the following types of party committees:
  - 1. the Committee as organized pursuant to these Bylaws;
  - 2. congressional district committees; and
  - 3. county executive committees.
- B. Non-Affiliation Of Political Party Committees. Although the Committee works in cooperation with congressional district and county party organizations, the Committee is not "affiliated" with the congressional district and county party organizations so that any contributions made by these political party committees shall be presumed to be made by one political committee under the Federal Election Campaign Act, 2 USC § 431 et seq., and corresponding regulations or under the Michigan Campaign Finance Act, MCL 169.201 et seq. No provision in these Bylaws shall be interpreted to allow funds to be

transferred between political party committees for the purpose of funneling funds to avoid the contribution limitations of 2 USC § 441a(a)(5). Political party committees shall not make any contributions in cooperation, consultation or concert with, or at the request or suggestion of any other political party committee. No provision in these Bylaws shall be interpreted to allow any political party committee to control any other political party committee so that any contributions made by these political party committees shall be presumed to be made by one political committee under the Federal Election Campaign Act, 2 USC § 431 et seq., and corresponding regulations or under the Michigan Campaign Finance Act, MCL 169.201 et seq.

## ARTICLE XII - Congressional District Committees

- A. Number. There shall be one congressional district committee in each congressional district in the State of Michigan. Each congressional district committee shall adopt its own bylaws and rules of procedure.
- B. Organization. Each congressional district shall elect a congressional district chairman, a vice-chairman, a secretary, a treasurer, six (6) members of the Committee (as selected pursuant to Article III, Section A) and a committee of fifteen (15) members (for a total of twenty-five (25) committee members) to serve for two-year terms or until their successors are duly elected and qualified. The congressional district officers and committees shall be elected at the Spring State Convention in every odd numbered year. Permanent vacancies in district committee membership shall be filled by the congressional district committee in which such vacancy occurs consistent with the bylaws of such congressional district committee.
- C. Legislators As Additional Members Of Congressional District Committees. A congressional district committee may adopt bylaws allowing members of the state legislature and the Michigan Congressional Delegation who reside in that district to be members of the congressional district committee, in addition to the committee of twenty-five (25) described in Article XII, Sections A and B.
- D. Membership Requirements. No person shall vote or hold any office or position in any congressional district committee unless he or she is at that time a resident of that congressional district, except members of the state legislature whose districts are located in whole or in part in the congressional district.

- E. Filling Vacancies. For congressional districts whose boundaries fall entirely within Wayne County, the congressional district committees thereof shall nominate candidates to fill vacancies that occur in county wide offices, township offices, city offices, or any other office (including state legislative or congressional offices), the electoral district of which is entirely within the boundaries of the congressional district. If the office to be filled comprises more than one congressional district, the congressional district committee(s) and congressional district portion committee(s) of such congressional districts shall nominate candidates to fill these vacancies.
- F. Vice Chairmen. Congressional district committees are encouraged to select vice chairmen, assigning such titles and duties as the six vice chairmen of the Michigan Republican State Committee in order to work with the respective Vice Chairmen of the Michigan Republican State Committee.

#### ARTICLE XIII - County Executive Committees And Optional County Party Committees

- A. Number. There are as many as eighty-two (82) county executive committees and four (4) congressional district portion committees in the State of Michigan. The county executive committee of each county shall adopt its own bylaws and rules of procedure.
- B. Membership. In even numbered years, the delegates to the fall county convention in each county except Wayne County, shall convene at the call of the county chairperson within thirty (30) days following the November election (the "Post-election Convention") to select a number of persons equal to the number of county offices and state legislative offices for which candidates were nominated at the last two (2) preceding fall primary elections, who, together with the persons most recently nominated by the party for each of those offices shall constitute the executive committee for that county. A nominee for state legislative office shall be a nominee member of the county executive committee for each county which, in whole or part, comprises such nominee's state legislative district. Additionally, a person who is a Republican statewide officeholder shall be a member of the executive committee for the county in which such person resides during his or her term of office. The term of office of a county executive committee commences at the adjournment of the Post-Election Convention and terminates at the adjournment of the next even numbered year Post-Election Convention. When a new nomination or an appointment of a Republican to fill a vacancy is made for an office, the nominee for which is entitled to serve as a member of the executive committee, the new nominee or Republican appointee shall replace the former nominee as a member of the executive committee. **If a vacancy occurs in the position of a nominee member of the executive committee, the vacancy may only be filled by the person who is the new nominee or Republican appointee for the office in question.** If a vacancy occurs in the position of a delegate-appointed member of the executive committee, the remaining executive committee members shall fill the vacancy. Except as otherwise provided in this section, the executive committee may appoint the officers it considers

proper to carry out the purposes of the executive committee, and may fill a vacancy in any of its offices.

- C. Officers. Within thirty (30) days following the convening of the fall county convention the executive committee, acting without the officers of the county committee (if any) who are not otherwise members of the executive committee, shall meet and select a temporary chairman and temporary secretary. These temporary officers shall serve only during the selection of the officers of the executive committee who shall also serve as the officers of the county committee (if any) for two (2) years commencing on January 1 of the next odd numbered year. The officers shall be a chairman, a vice-chairman, a secretary, and a treasurer. No proxy voting shall be allowed for the selection of officers to a county executive committee.
- D. Optional County Committee. After the officers of the county executive committee have taken office, the executive committee may select a county committee for the party, which committee shall consist of members as the executive committee may determine provided that such action is taken within forty-five (45) days after January 1 of each odd numbered year. The term of service of members of a county committee shall continue for two (2) years and until the selection of their successors. The executive committee shall have the right to appoint officers that in its judgment are proper to carry out the purposes of the county committee, and shall have the power to fill any vacancy which may occur in the membership of a county committee or in any of its offices.
- E. Candidates As Delegates At-Large. A person nominated as a candidate for county office shall be a delegate at-large to the fall county convention held in the year of the candidate's nomination and to all county conventions held during the term of office for which the candidate was nominated. Each person elected as a statewide officeholder and each person nominated as a candidate for state legislative office shall be a delegate at-large to the fall county convention (where such nominee resides) held in the year of the officeholder's election or the candidate's nomination, as the case may be, and to all county conventions held during the term of office for which the officeholder was elected, or the candidate was nominated, as the case may be. The number of delegates at-large shall be in addition to the number of delegates specified in the call for a county convention.
- F. Filling Vacancies. The county executive committee shall nominate candidates to fill vacancies that occur in county wide offices, township offices, city offices, or any other office (including state legislative or congressional offices), the electoral district of which is entirely within the boundaries of the county. If the office to be filled comprises more than one county or parts of more than one county, the county executive committees of such counties shall nominate candidates to fill these vacancies.

- G. Congressional District Portions Of Wayne County. A political party committee may be formed for each congressional district portion of Wayne County. Delegates who reside in Wayne County in a portion of a congressional district within the boundaries of Wayne County shall convene at the odd-numbered year spring county (district) convention and elect its officers and committee members in accordance with its bylaws (which are not inconsistent with these Bylaws). Such committee(s) shall have the same rights and privileges as county executive committees. This Section does not apply to any congressional district whose boundaries fall entirely within Wayne County since such congressional district committees are governed by the terms of Article XII hereof.
- H. Wayne County Republican Committee. The Wayne County Republican Committee, a political party committee, shall adopt its own bylaws and rules of procedure. No other provisions of Article XIII hereof shall apply to the Wayne County Republican Committee.
- I. Precinct Delegate Allotment. On or before April 1 in even numbered years, the chairman of the county executive committee (or, in case of Wayne County, the chairman of a congressional district portion committee, or the chairman of a congressional district committee if the boundaries of such district fall entirely within Wayne County) shall forward by mail or otherwise deliver to the board of election commissioners in that county a certificate showing the number of delegates to the county convention (or, in the case of Wayne County, the district or district portion convention) to which each precinct of the county is entitled. The allotment of precinct delegates to all precincts shall be made to insure, as near as is practicable, equal apportionment based upon the total vote cast for the Republican candidate for either President of the United States or Secretary of State at the last general November election when elections for those offices were held, whichever is later; however, each precinct shall have at least one delegate. The apportionment shall be based on the precincts as they exist 180 days before the August primary election in even numbered years.

#### ARTICLE XIV - Parliamentary Authority

Robert's Rules of Order, Newly Revised, shall govern the conduct of all meetings of the Committee and its standing committees, except as provided in these Bylaws or by law.



ARTICLE XV - Amendment

- A. Submission In Writing. All proposed amendments to these Bylaws shall be first submitted in writing to the Policy Committee.
  
- B. Notification Of Committee Members. Each member of the Committee shall be notified in writing of the context of any proposed amendment at least thirty (30) days before the date on which such proposed amendment is to be voted on.
  
- C. Vote Required To Amend Bylaws. No amendment shall pass until it has received a sixty-six and two-thirds percent (66.67%) favorable vote of the Committee present and voting, provided there is a quorum present, and such favorable sixty-six and two-thirds percent (66.67%) vote must be made in person by such members and not by proxy.

# Exhibit 4

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## Official Kalamazoo County Call To Convention (Spring 2024)

1 message

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chair@kgop.us <chair@kgop.us>

Thu, Jan 11, 2024 at 7:05 PM

To: Secretary <secretary@kgop.us>, Communication <communication@mi-gop.org>

**TO ALL REPUBLICAN PRECINCT DELEGATES IN KALAMAZOO COUNTY, MICHIGAN, GREETINGS:**

There shall be one official meeting of duly elected Republican Precinct Delegates and Republican At-Large Delegates at the Official Kalamazoo County Republican County Convention at **7:00 p.m. EST on Thursday, February 15th, at the 12th Street Baptist Church, 3911 S 12th St, Kalamazoo, MI 49009.**

Check-in time starts at **6:00 PM**. The convention will start at **7:00 PM** sharp. Photo ID will be required to receive credentials and to vote.

**See The Attached Official Call**, a description of the apportionment method of Convention style, a copy of our bylaws, and a letter from our legal counsel.

If you would like to view the Official Call to Convention online here is the link: [https://kgop.org/?page\\_id=2248](https://kgop.org/?page_id=2248)

Please fill out our survey to **(RSVP)** for the Official County Convention: [https://crm.kgop.us/?page\\_id=156](https://crm.kgop.us/?page_id=156)

Please review the documents and feel free to contact the Chair at [chair@kgop.us](mailto:chair@kgop.us)

Thank You,

Kelly Sackett - KGOP Official Chairwoman  
[chair@kgop.us](mailto:chair@kgop.us)

Confidentiality Notice: This message, including the attachments hereto, contains confidential information intended only for the use of the addressee(s) named above and may contain information that is legally privileged, and is the intellectual property of the Kalamazoo County Republican Committee (KGOP, Kalamazoo GOP). If you are not the addressee, or the person responsible for delivering it to the addressee, you are hereby notified that reading, disseminating, distributing or copying this message is strictly prohibited.

If you have received this message by mistake, please immediately notify us by replying to the message and delete the original message immediately thereafter.

--- YOU CAN OPT OUT BY CONTACTING [UNSUBSCRIBE@KGOP.US](mailto:UNSUBSCRIBE@KGOP.US)

Paid for by Kalamazoo County Republican Committee [5250 Lovers Lane](#), Suite LL110,  
Portage, Mi, 49002

**KGOP - The Official Republican Party of Kalamazoo County**

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**5 attachments**



**KGOP Official Call to the 2024 Spring Kalamazoo County Convention.pdf**

267K



**Convention Rules and Guidelines - final approved - published - December 12, 2023  
(revised January 09, 2024).pdf**

134K



**SOS Vote 2022 - rev 24.0.pdf**

171K



**Holcomb 111124(2).pdf**

413K



**KGOP BYLAWS, Amended Sept 11, 2023 [FINAL].pdf**

1235K



## Kalamazoo County Republican Party

### Official Call to the February 15, 2024 County Convention

#### ***TO ALL REPUBLICAN PRECINCT DELEGATES IN KALAMAZOO COUNTY, MICHIGAN, GREETINGS:***

There shall be one official meeting of duly elected Republican Precinct Delegates and Republican At-Large Delegates at the Official Kalamazoo County Republican Party County Convention at **7:00 p.m. EST on Thursday, February 15th, at the 12<sup>th</sup> Street Baptist Church, 3911 S 12th St, Kalamazoo, MI 49009**. Check-in time starts at **6:00 PM**. The convention will start at 7:00 PM sharp. Photo ID will be required to receive credentials and to vote.

The purpose of this meeting shall be to elect 39 Delegates and 39 Alternates representing the 4<sup>th</sup> Congressional District portion of Kalamazoo County and 5 Delegates and 5 Alternates representing the 5<sup>th</sup> Congressional District portion of Kalamazoo County to the District Convention(s) held on Saturday, March 2nd, 2024 at Huntington Place, 1 Washington Blvd, Detroit, MI 48226.

The Purpose of the 4<sup>th</sup> & 5<sup>th</sup> Congressional District Caucus at the District Convention(s) is to vote as follows:

- Election of:
  - Three (3) Republican National Convention Delegates
  - Three (3) Republican National Convention Alternates
  - One (1) Republican National Committeeman
  - One (1) Republican National Committeewoman
- Transacting other such business as may properly come before the District Convention.

The Kalamazoo County Republican Executive Committee has voted to conduct the election of the Delegates and Alternate Delegates to the District Convention Delegations by Apportionment method. *Proxies are not allowed.*

For the purposes of the February 15<sup>th</sup> Official Kalamazoo County Convention, the duly elected Precinct Delegates and At-Large Delegates shall be apportioned into the following caucuses:

1. NW Kalamazoo - Oshtemo Region (District 9)	5/5
2. NE Kalamazoo - Richland / Ross Region (District 7)	7/7
3. SE Kalamazoo – Pavilion / Comstock Region (District 6)	6/6
4. SW Kalamazoo – Texas Twp (District 8)	5/5
5. City of Kalamazoo (District(s) 1,2,3 & part 5)	7/7
6. City of Portage (District(s) 4 & 5)	9/9
7. District 5 (District(s) 6 & 8)	5/5

Note: See Attached Apportionment specific listing of districts and delegates thereto.



## Kalamazoo County Republican Party

Those eligible to vote at this County Convention are: only duly elected Precinct Delegates at the August 2, 2022 Primary Election, the Republican nominees for County and State Legislative offices, the incumbent Republican members of the State Legislature, the Michigan Congressional Delegation, the Statewide Officeholders, the Republican National Committeeman and National Committeewoman from Michigan and Michigan Republican Party Officers (see Rule 5B) where such person resides in the county in question, and Precinct Delegates elected to permanently fill vacancies at all subsequent County Conventions will be seated and considered eligible to vote on matters as may properly come before this County Convention.

Precinct Delegates or certain At-Large Delegates given the preference under Rule 8 of the District Convention Rules, but who cannot attend the County Convention, must notify the Official Kalamazoo County Chair, Kelly Sackett, in writing or email of the person's intention to become a Delegate or Alternate Delegate to the District Convention. The Notification can be in any written form, including by letter, email, or text, and must be received by the County Chair at [chair@kgop.us](mailto:chair@kgop.us), no later than February 15<sup>th</sup>, 4:00 PM.

More information at: [Official Kalamazoo County Republican 2024 Spring Convention](#)

Thank You,

January 9<sup>th</sup>, 2024

Kelly Sackett - Chairwoman  
[chair@kgop.us](mailto:chair@kgop.us)



**Kalamazoo County Republican Committee (KGOP) OFFICIAL 2024 Spring County Convention Rules for February 15<sup>th</sup>, 2024**

The Official Spring 2024 Kalamazoo County Republican Convention, held on February 15<sup>th</sup>, 2024, shall be held for the purpose of electing delegates and alternates to attend the 2024 Spring Michigan Republican County & District Convention. No other business shall be permitted, with the exception to that which is authorized by the KGOP County Chair and or its Executive Committee. Any other business recommended shall be provided in writing to the Secretary of the KGOP no later than 15 days prior to the Executive Committee meeting preceding the Spring 2024 County Convention. All business shall be in accordance with the KGOP bylaws (adopted and published September 11<sup>th</sup>, 2023).

The Official Spring 2024 Kalamazoo County Republican Convention shall be conducted using the apportionment method as prescribed below.

Kalamazoo County is allotted 44 Delegates and 44 Alternates to attend the State & District Convention on March 2<sup>nd</sup>, 2024.

The Two Congressional Districts will be assigned as follows per the State Party Rules.

Congressional District 4 will caucus in 6 jurisdictionally derived caucuses to assign 39 Delegates & 39 Alternates, while observing rule 1 which conditions such delegations to maintain contiguous regions and or cities as a whole be joined.

- |   |     |
|---|-----|
| 1. NW Kalamazoo - Oshtemo Region (District 9)             | 5/5 |
| 2. NE Kalamazoo - Richland / Ross Region (District 7)     | 7/7 |
| 3. SE Kalamazoo – Pavilion / Comstock Region (District 6) | 6/6 |
| 4. SW Kalamazoo – Texas Twp (District 8)                  | 5/5 |
| 5. City of Kalamazoo (District(s) 1,2,3 & part 5)         | 7/7 |
| 6. City of Portage (District(s) 4 & 5)                    | 9/9 |
| 7. District 5 (District(s) 6 & 8)*                        | 5/5 |

\*Congressional District 5 will caucus separately to choose their 5 delegates & 5 alternates.

Each caucus shall meet separate from all other caucuses for the purpose of electing delegate & alternate representation for their group (see above). A chairperson and secretary shall be elected as the first order of business and shall oversee the caucus and record such votes and or outcomes as would be necessary to report to the Convention Chair & Secretary. Any open seats may be filled by the Convention body and those delegate names shall be amended to the list produced by the caucuses.

[D4] - The list of delegates to attend the State District Caucuses shall be compiled by combining the list of delegates from the various caucuses (6). The list of Alternates shall be produced by combining the various Caucuses (6) Alternate lists in a manner as such; each Chair of the six (6) D4 caucuses shall draw a number to determine the order (lowest if first), then as ordered pick the first alternate from each caucus Alternate list. Repeat the process of drawing numbers (to randomize each round) to determine the second round of alternate selection, repeat until all caucus alternate lists have been exhausted in compiling the ordered Alternate list for the State District Caucuses.

[D5] – The D5 caucus shall present their list to the Convention Chair and Secretary.



## ADDENDUM

### RULES FOR ELECTION OF DELEGATES AND ALTERNATES TO THE OFFICIAL 2024 SPRING REPUBLICAN COUNTY CONVENTION AND STATE DISTRICT CAUCUSES

#### Section 8 – A - Apportionment Method of Election State Convention Delegates and Alternates

Under an apportionment system of delegate and alternate selection, when the electing bodies (ward, precinct, township, city, or district, as the case may be) created for delegate and alternate selection have completed their selections, such choices are final and may not be changed by the full county convention except only to maintain the precinct delegate preference requirement.

Rule 7 - If the apportionment system of delegate and alternate selection is used, the apportionment system must be based on the same formula referenced in Rule 7 to apportion State Convention delegates (i.e. based on the 2022 vote for the Republican candidate for Secretary of State).

The Following Calculations are as follows (total votes for GOP SOS 2022 – 40,494)

Caucus Region	Delegates / Alternates	Vote	%
Caucus District 1	5 / 5	4553	11%
Caucus District 2	7 / 7	6747	17%
Caucus District 3	6 / 6	5349	13%
Caucus District 4	4 / 4	4092	10%
Caucus District 5	7 / 7	6664	16%
Caucus District 6	9 / 9	8532	21%
Caucus District 7	5 / 5	4457	11%
	44 / 44	40394	100%

Note: Calculations are based on the State of Michigan – Bureau of Elections Secretary of State Republican candidate results as published. These are approximate and rounding has been applied as is necessary.





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**CEASE AND DESIST LETTER  
and  
DEMAND FOR PRESERVATION**

**PRE-SUIT LETTER**

January 11, 2024

Rodney Halcomb  
PO Box 361  
Richland, MI 49083

VIA EMAIL: [rodneyhalcomb55@gmail.com](mailto:rodneyhalcomb55@gmail.com)

**Re: Unauthorized Call to Convention**

Mr. Halcomb:

As you know, I represent the OFFICIAL Kalamazoo County Republican Committee ("KGOP"). I have attached the Statement of Organization dated December 27, 2022. I have not written to you previously because I assumed you would at some point stop claiming to be the KGOP chair. However, on January 9, 2024, you sent an email titled "Official Call to the Republican County Convention." This email is fraudulent, deceptive, and illegal. You claim that the Kalamazoo County Republican Convention will be held "at 7:00 pm on Thursday, February 15, 2024, at the Scotts Community Center." That is false and illegal.

Now that you have broken the law and issue a call to convention, I am compelled to demand you CEASE and DESIST all such activity and retract your illegitimate and illegal fake call to convention. Quite frankly, your call to convention appears to be a trap to lure unsuspecting delegates to a fake convention that violates the law. These delegates should be made aware of your attempts to trick them.

**Unauthorized attempt to amend Statement of Organization**

I also understand that on or about October 30, 2023, you or someone on your behalf attempted to submit a fraudulent amendment to the Statement of Organization to the Michigan Bureau of Elections ("BOE"). That fraudulent document was rejected by BOE.

**September 15, 2023 convention was illegitimate under KGOP bylaws, MIGOP bylaws, and state law**

On August 17, 2023, Kerry Lynn Elieff mailed a document titled "Official Call to Special Convention of the Kalamazoo County Delegates." This document was signed by Ms. Elieff in her false capacity as "Chairwoman of the Rules Committee of the Special Convention of the Kalamazoo County Delegates." This document was fraudulent and deceptive as it informed delegates (and others) that a special convention was scheduled for September 15, 2023. Nevertheless, it is my understand that this fake convention did occur and you now claim to have been elected "chair."

As you know, the Bylaws of the Kalamazoo County Republican Committee, amended February 9, 2015,<sup>1</sup> were the issue of a hotly contested lawsuit styled *Sabrina Pritchett-Evans and Kimberly Harris v Republican Party of Kalamazoo County et al*, Case No. 2023-0169-CZ, Kalamazoo County Circuit Court. On August 10, 2023, the court ruled in favor of the defendants (KGOP) and dismissed 3 counts related to bylaw interpretation and state law. Nevertheless, the losing side, of which you appear to have aligned, continues to publish false statements and you have now alleged in your email that you are the "Chairman-Elect."

The September 15, 2023 "convention" was illegitimate (null and void) for several reasons:

1. MIGOP bylaws state in Article XIII(B) that "the delegates to the fall county convention . . . shall convene at the call of the county chairperson."

This clearly contemplates that only the county chair can call a convention. The convention on September 15, 2023 was NOT called by the chair, Kelly Sackett, but instead by Kerry Lynn Elieff.

2. MIGOP bylaws further state in Article XIII(B) that following the fall county convention, the county executive committee shall select "the officers of the executive committee who shall serve as the officers of the county committee (if any) for two (2) years commencing on January 1 of the next odd numbered years.

You were not elected as chair of the KGOP. Kelly Sackett was elected as chair.

3. Section III(8)(A) of the KGOP bylaws, amended February 9, 2015, state that the election of officers shall take place "[w]ithin thirty (30) days following the convening of the Fall County Convention (convened in even numbered years) . . . who shall also serve as the officers of the County Committee for the two (2) years commencing on January 1 next (odd numbered years)."

Again, you were not elected as chair of the KGOP. Kelly Sackett was elected as chair.

---

<sup>1</sup> The bylaws have since been amended on September 11, 2023, and will be discussed later in this letter.

4. MCL 168.622 states that "The county conventions of each political party shall be held at the time and place that the county committee of each political party, through its chairperson, designates." Further, officers are elected for two-year terms.

Again, pursuant to state law, only the chair can call a convention. Therefore, that call to convention was illegal. Kelly Sackett is the KGOP chair; not Kerry Lynn Elieff. Plus, you were not elected as chair of the KGOP. Kelly Sackett was elected as chair.

5. Kerry Lynn Elieff was neither a member of KGOP nor a Kalamazoo County delegate. She had no right to call a convention of delegates.

For these reasons, the September 15, 2023 fake convention was unauthorized and illegitimate.

### **September 15, 2023 convention was not a special meeting**

If you want to argue that the September 15, 2023 "convention" was a "special meeting," that would also be a fraud. Pursuant to KGOP bylaws, amended February 9, 2015, a special meeting may only be called "by the County Chairperson upon written request of the number of members of the Executive Committee that would constitute quorum or by the County Chairperson on his own motion.

No members of the Executive Committee requested a special meeting. Kelly Sackett did not call a special meeting.

For these reasons, the September 15, 2023 fake convention was unauthorized and illegitimate.

### **Your call to convention is illegal; see KGOP bylaw amendment, dated September 11, 2023**

The KGOP bylaws were amended on September 11, 2023. I know you are aware of these bylaws. Nevertheless, a copy of the amendment is attached. Section 5.1 states that "[t]he County Chair shall be the only person who can issue a Call to Convention and county county conventions." You are not the chair. Kelly Sackett is the chair.

Again, MCL 168.622 states that "The county conventions of each political party shall be held at the time and place that the county committee of each political party, through its chairperson, designates."

In addition, the rules issued by the "MIGOP Rules for Delegates and Alternates to the 2024 Spring Michigan Republican County and District Conventions" state in Section 1 that "[t]he location, time, and date of the meeting of all such county conventions shall be designated in the call emailed for such convention by the current chair of the county executive committee, no later than Thursday, January 11, 2204."

You are not the KGOP chair. You have never been designated as the KGOP. Both the Kalamazoo County Clerk and the BOE recognize Kelly Sackett as the chair. For these reasons, your call to convention was illegal. I also suggest you read Sections 12.7 and 12.8. You have issued a fake "call to convention" without the authorization of the chair. You have also asserted control over KGOP.

### **The real OFFICIAL call to convention**

Today (January 11, 2024), Kelly Sackett issued the real OFFICIAL call to convention. it will take place at 7:00 PM EST on THURSDAY, FEBRUARY 15, 2024 at the 12th Street Baptist Church, 3911 S 12th Street, Kalamazoo, MI 49009.

If any delegates wish to contact me, they are free to do so. Please do not intentionally attempt to deceive and disenfranchise the delegates.

### **You are not the chair of KGOP and cannot call a convention**

The KGOP bylaws specifically restrict you from issuing a call to convention. Therefore, KGOP demands you CEASE and DESIST all such activity and immediately and publicly retract your illegitimate and illegal fake call to convention by **5:00 PM on TUESDAY, JANUARY 16, 2024** using the same medium in which you made the fake call. You are trying to create division. You are misleading delegates to coming to your fake convention. If they do, they will be disenfranchised by not voting in the real convention. This hurts the party and all delegates.

### **Demand for preservation**

This letter shall serve as a pre-suit letter demanding that you provide us assurance by **5:00 PM on TUESDAY, JANUARY 16, 2024** that you will cease and desist from making further statements holding yourself out as chair of the KGOP and that you provide evidence that you have retracted your call to convention.

In the event you refuse and until these claims are resolved, please ensure that you, your principals, and all your sources (including members of "Kalamazoo Precinct Delegates" are preserving and retaining all emails, text messages, audiovisual recordings, voice mails, social media posts, drafts, notes, communications, documents, data, and electronically stored information of any kinds that relates in any way to these matters. Without limitation, this requires you to preserve all information you have used to support your claim to be chair and, all versions of any notes or transcripts, all drafts of any comments of you claiming to be chair, and all communications with anyone related to or references such claims.

Your document preservation obligations apply both to you individually, as well as to any entities you control, or anyone who has access to your data, information, computers, hard drives, or social media accounts.

If you do not comply and continue to make false statements claiming to be chair of KGOP or if you fail or refuse to retract your call to convention, my client reserves all rights and remedies against you including the pursuit of exemplary and punitive damages. This is not a complete recitation of my client's rights and remedies, all of which are expressly reserved.

I await your prompt response.

Best regards,

DePERNO LAW OFFICE, PLLC

/s/ Matthew S. DePerno

Matthew S. DePerno

c:    KGOP Executive Committee  
      Kelly Sacket (KGOP Chair)  
      Charlie Coss (KGOP Vice Chair)

# **Exhibit 5**

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## Official Call to the Republican County Convention

1 message

---

**Rodney Halcomb** <rodneyhalcomb55@gmail.com>  
To: Rodney Halcomb <rodneyhalcomb55@gmail.com>  
Cc: Secretarykzoodelegates@gmail.com  
Bcc: matthew@depernolaw.com

Tue, Jan 9, 2024 at 12:31 PM

### Kalamazoo County Republicans

Official Call to the Kalamazoo County Republican Convention. There shall be a meeting of the duly elected Precinct Delegates and the At-Large Delegates to the Kalamazoo County Republican Convention at 7:00 pm on Thursday, February 15, 2024, at the Scotts Community Center, 8450 36<sup>th</sup> St South, Scotts, MI, 49088.

The purpose of the Kalamazoo County Republican Convention shall be to elect 44 Delegates and 44 Alternates to the March 2<sup>nd</sup>, 2024, District Convention at Huntington Place, 1 Washington Blvd. Detroit, MI, 48226.

**A confirmation reply to this call to convention email is requested no later than 6:00 pm January 15, 2024.**

The business to be conducted at the District Convention in Detroit MI, March 2, 2024, shall be to:

- (1) Vote for the Presidential Candidate
- (2) Select three National Delegates and Alternates to attend the National Republican Convention in Milwaukee, Wisconsin, July 15-18, 2024. Each National Delegate and Alternate shall commit their Presidential vote at convention.
- (3) The election of:
  - (a) One (1) National Committeeman
  - (b) One (1) National Committeewoman

Transacting other such business as may properly come before the Convention.

ONLY Precinct Delegates elected at the August 2, 2022 Primary Election, delegates permanently elevated to fill vacancies at the August 27 and Post Election conventions, the most recent Republican nominees for County and State Legislative offices, Incumbent members of Michigan Legislative offices, the Michigan Congressional Delegation, the Republican National Committeeman and National Committeewoman from Michigan and Michigan Republican Party Officers where such person resides in the county in question will be seated and considered eligible to vote at this convention. PROXY VOTING PROHIBITED.

Precinct delegates and certain at-large delegates, given the preference under Rule 8 of the convention rules, but who do not attend the county convention, must notify the chair of the county executive committee (Rod Halcomb, [RodneyHalcomb55@gmail.com](mailto:RodneyHalcomb55@gmail.com)) or the following designee(s) (Secretary Emily Crawford, [Secretarykzodelegates@gmail.com](mailto:Secretarykzodelegates@gmail.com)), in writing (the “notification”), of the person’s intention to become a delegate or alternate delegate to the district convention. The notification can be in any written form, including by letter or email, and must be received by the chair of the county executive committee (or designee) by no later than 4:00 p.m. on the day of the county convention. Failure to provide the notification as provided herein shall mean that the person shall not be given the preference under Rule 8 of the convention rules. It is not necessary to send a notification if a person attends the county convention.

Signed,

Rod Halcomb, Chairman-Elect  
Mail to: Kalamazoo Precinct Delegates  
PO Box 361  
Richland, MI 49083-0361



**Kalamazoo County Republicans Call to Convention.pdf**

147K



# Kalamazoo County Republicans

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Signed,





Rod Halcomb, Chairman-Elect

Mail to: Kalamazoo Precinct Delegates  
PO Box 361  
Richland, MI 49083-0361

# **Exhibit 6**

**STATEMENT OF ORGANIZATION FORM FOR POLITICAL PARTY COMMITTEES**

Print, sign, and mail a copy of this Statement of Organization to the Bureau of Elections to complete this request. All information disclosed on this form will be available to the public.

<b>Committee ID:</b> 1353	<b>Type of Filing:</b> amendment	<b>Date Submitted:</b> 12/30/2022	<b>Date Committee Formed:</b> 01/01/1977
<b>Type of Committee.</b> County Pol. Party KALAMAZOO			
<b>Full Name of Committee</b> (must include Candidate's first and last name) KALAMAZOO COUNTY REPUBLICAN COMMITTEE			
<b>Primary Email Contact</b> Treasurer CHAIR@KGOP.US			
<b>Committee Street Address - No PO Boxes</b> 1911 W CENTRE AVE SUITE A PORTAGE MI 49024		<b>Committee Mailing Address - May be PO Box</b> 1911 W CENTRE AVE SUITE A PORTAGE MI 49024 2693230067 CHAIR@KGOP.US	
<b>Treasurer Full Name</b> AUSTIN RONALD JOSEPH			
<b>Treasurer Business Address</b>		<b>Treasurer Mail Address</b> 3717 WINCHELL AVENUE KALAMAZOO MI 49008 2692176290 TREASURER@KGOP.US	
<b>Designated Record Keeper Full Name</b> SACKETT KELLY ANN		<b>Designated Record Keeper Address</b> 7396 MORGANSHIRE COURT KALAMAZOO MI 49009 2692074111 CHAIR@KGOP.US	
<b>Official Depository</b> HUNTINGTON BANK 416 W. CENTRE AVENUE PORTAGE MI 490244634		<b>Secondary Depository</b> HUNTINGTON BANK 416 W. CENTRE AVE PORTAGE MI 49024	
<input checked="" type="checkbox"/> <b>Electronic Filing</b>			
<b>Reporting Waiver</b>		<input type="checkbox"/> <b>Yes</b>	<input checked="" type="checkbox"/> <b>No</b>
<b>Verification:</b> I/We certify that all reasonable diligence was used in the preparation of the above statement and that the contents are true, accurate and complete to the best of my/our knowledge or belief. If filing electronically, we further agree that the signatures below shall serve as the signatures that verify the accuracy and completeness of each statement filed electronically by the committee. I/We certify that all reasonable diligence will be used in the preparation of each statement electronically filed by this committee and that the contents of each statement will be true, accurate and complete to the best of my/our knowledge or belief. (Sign Name and Date)			
Treasurer: 		Designated Record Keeper: 	
Date: 12/27/2022		Date: 12/27/2022	

Please email, fax, mail, or hand deliver a signed copy of the Statement of Organization using one of the following methods:

Email: Disclosure@Michigan.gov

Fax: 517-335-3235

First Class, Certified, Registered and Priority Mail:

Michigan Department of State

Bureau of Elections

P.O. Box 20126

Lansing, MI 48901-0726

Hand Delivered and Overnight Delivery Service:

Bureau of Elections

430 West Allegan Street

1st Floor, Richard H. Austin Building

Lansing, MI 48918

eSofO-ID: 8133

Authority granted under Act 388 of 1976, as amended

# **Exhibit 7**

# Secretary of State Jocelyn Benson

## Michigan Committee Statement of Organization

The documents sent and received listing for this committee is at the bottom of the screen.

[Jump to the documents on file](#)

<b>Committee ID#</b>	001353
<b>Type of Filing</b>	Original
<b>Full name of committee</b>	KALAMAZOO COUNTY REPUBLICAN COMMITTEE
<b>Committee Type</b>	County Pol. Party
<b>Date Committee Was Formed</b>	01/01/1977
<b>Committee Phone Number</b>	(269) 323-0067
<b>Committee Mail Address</b>	5250 LOVERS LANE SUITE LL 110 PORTAGE, MI 49002

**Committee Street Address** 5250 LOVERS LANE SUITE LL110  
PORTAGE, MI 49002

**Treasurer** RONALD JOSEPH AUSTIN  
3717 WINCHELL AVENUE  
KALAMAZOO, MI 49008  
(269) 217-6290

**Designated Record Keeper** KELLY ANN SACKETT  
7396 MORGANSHIRE COURT  
KALAMAZOO, MI 49009  
(269) 207-4111

**Reporting Waiver** No

**Names and addresses of depositories or intended depositories of  
committee funds**

**Official Depository** HUNTINGTON BANK  
416 W. CENTRE AVENUE  
PORTAGE, MI 49024-4634

**Secondary Depository** HUNTINGTON BANK  
416 W. CENTRE AVE  
PORTAGE, MI 49024

# **Exhibit 8**

**VANDERVOORT, CHRIST & FISHER, P.C.**  
LAWYERS

JAMES A. FISHER  
NELSON KARRE  
JAMES E. REED★  
DAVID P. LUCAS  
MATTHEW X. HAUSER  
ASHLEY A. SMITH  
JEFFERY M. CLAY

RETIRED:  
ROBERT D. MCFEE  
ROBERT J. SHARKEY

★ ALSO ADMITTED IN WA

**BATTLE CREEK OFFICE:**  
THE BATTLE CREEK TOWER, SUITE 450  
70 MICHIGAN AVENUE WEST  
BATTLE CREEK, MICHIGAN 49017

**COLDWATER OFFICE:**  
COLDWATER EXECUTIVE SUITES, SUITE 2B  
28 WEST CHICAGO STREET  
COLDWATER, MICHIGAN 49036-1678

**BATTLE CREEK OFFICE:**  
**VOICE:** (269) 965-7000  
**FAX:** (269) 965-0646

**COLDWATER OFFICE:**  
**VOICE:** (517) 278-0500  
**FAX:** (517) 278-0501

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MILLARD VANDERVOORT (1906-1981)  
CHRIS T CHRIST (1929-2020)

September 6, 2023

WRITER'S E-MAIL ADDRESS:  
mhauser@vcflaw.com

REPLY TO BATTLE CREEK OFFICE

**In Re: Opinion Related to the Bifurcation of State and County Parties**

I have been an elected Precinct Delegate for the Michigan Republican Party since August of 2008. Since that time I have seen people come and go, candidates win and lose, success and short comings. Since becoming a Precinct Delegate in August of 2008 I have held numerous positions in the Party including but not limited to being a District Committee Member, State Party Committee Member, Co-Chair and Chair of State Committee subcommittee and Secretary of the Michigan Young Republicans to name a few.

The question of how much control State Party has over the District Parties and County Parties has been asked numerous times since 2008 and I am confident before that time as well. Every cycle when one group wins over another group there are always attempts to find a way to change outcomes through some internal mechanism and when there is not an internal mechanism they losing group attempts to create once.

The State GOP, District GOP and County GOP are all separate legal entities that file their own MERTS report have their own bank accounts and function how the elected leadership of each group desires. Each layer has their own bylaws and internal process. The only time a county party for example operates under rules from either the district or state party is during a convention. Beyond that limited time the elected members of the county executive committee are fully recognized by the District and State party until the next November Leadership Convention.

Changes to County leadership occur from within the county party itself. Similar to a change in leadership during the standard cycle would occur within the State of District party itself. The most recent example we have of this is the State Committee attempting to remove the current MIGOP chair. This was done not by a convention being call, but through the MIGOP State bylaws. If the KGOP wished to remove its current chair or any other member there is a process the KGOP could take. Same goes for the district committee.

County Party Committees are autonomous. This was recently confirmed by Judge Curtis Bell's *Opinion and Order* dated August 10, 2023, in the case of *Pritchett-Evans and Harris v KGOP et al*, Case No. 2023-0169-CZ, Kalamazoo County Circuit Court. "The Michigan Supreme Court held that the 'Director of Elections correctly left to the American Independent Party the resolution of the intraparty dispute' because 'the convention itself is the proper forum for determining



intraparty disputes." *Id.* at 12 (quoting *American Independent Party v Secretary of State*, 397 Mich 689, 696 (1976).

#### QUESTION #1

What is the process to select the Executive Committee.

ANSWER: The KGOP bylaws are clear. The Executive Committee is made up of equal number of "statutory members" and "elected members." The elected members are elected at the Fall Convention taking place in even-numbered years. See Article III(3)(B). Only the Chairperson can issue the call to convention. See Article III(4)(A). "The precinct delegates to the Fall County Convention shall convene at the call of the Party Chairperson within twenty (2) days following the November election for the purpose of selecting the Elected Members of the Executive Committee." Executive Committee members remain on the executive committee until they resign or are removed as provided in the bylaws. See e.g. Article III(7)(E) for the procedure on removing an elected member.

Also, the County Chairperson is the only person who can schedule a regular meeting. See Article IV(1). On the other hand, special meetings can be called by either the County Chairperson or upon written request of a quorum of the executive committee. See Article IV(2).

#### QUESTION #2

Can a delegate issue a call to convention?

ANSWER: No. Only the County Chairperson can issue the call to convention.

#### QUESTION #3

Can a non-delegate (i.e. citizen) issue a call to convention?

ANSWER: No. Only the County Chairperson can issue the call to convention.

#### QUESTION #4

Can a member of the KGOP who is not on the executive committee issue a call to convention?

ANSWER: No. Only the County Chairperson can issue the call to convention.

#### QUESTION #5

Can a member of the executive committee issue a call to convention?

ANSWER: No. Only the County Chairperson can issue the call to convention.

Also, the County Chairperson is the only person who can schedule a regular meeting. See Article IV(1). On the other hand, special meetings can be called by either the County

Chairperson or upon written request of a quorum of the executive committee. See Article IV(2).

#### QUESTION #6

Is the September 15, 2023 "convention" called by Kerry Lynn Elieff legal and valid?

ANSWER: No. Conventions under the KGOP's bylaws can only be called by the County Chairperson (the duly elected county chair from the prior November Leadership Convention, unless replaced by the Executive committee during their term). For this reason, the current "convention" called by Kerry Lynn Elieff and scheduled for September 15, 2023 is not legal or valid for the following reasons:

- (1) Kerry Lynn Elieff is not a delegate and is not a member of the KGOP. Allowing such a "call to convention" would be no different than allowing a random group of people to gather at a local church and remove and replace the executive committee of the ACLU.
- (2) Even if she was a delegate, the concept of a delegate-called convention is not part of the party structure.
- (3) Even if she was a member of the KGOP and not a delegate, she has no authority to call a convention.
- (4) And more importantly, even if she was a delegate, member of the KGOP, and member of the executive committee, she still would have no authority to call a delegate convention.

Politics is a numbers game and the only way to replace a County Chairperson at any level in the party is to get your precinct delegates through the August primary and to the county or state convention.

#### QUESTION #7

Can the MIGOP state committee recognize Kerry Lynn Elieff's group as the official Republican County Committee?

ANSWER: No. MCL 169.211(6) defines a "Political party committee," in part, as the "county committee of a political party." This section further states that "[e]ach state central committee shall designate the official party county and district committees. There must not be more than 1 officially designated political party committee per county and per congressional district."

The MIGOP has already designated the "Kalamazoo County Republican Committee" (KGOP) as the official designated political party committee. This was done many years ago and there can be only one county committee. In fact, KGOP is the oldest standing Republican County committee in the state of Michigan. It even predates the formation of

the Jackson County committee. As of today, KGOP has had 125 Lincoln Day Dinners. In 1890, George Torrey wrote an article titled "The Press of Kalamazoo" published in *Michigan Pioneer and Historical Society Collection*, Vol 17. Page 383, about George Fitch (who had purchased the *Kalamazoo Telegraph* in 1850). Mr. Torrey wrote:

"He (Fitch) was among the first to see the new issues that were arising in this nation, among the first to realize that the old Whig party must go, and one of the first to understand, and make known through the columns of his paper, the necessity of a union of men of all parties on a platform of principles to meet the demand that was rapidly growing, to resist the aggression of the slave power and to turn the nation from the fateful drift into which it had swung. He was one of the prime movers in the formation of the Republican party (which had its birth in Kalamazoo county, months before the famous convention under the oaks in Jackson), and the *Telegraph* was the first journal to advocate it, define its purposes and urge its adoption predicting it grand, ultimate triumph."

First, the rouge group of citizens (not delegates or members of the KGOP) are not a registered political group. Second, there is nothing in the MIGOP bylaws that would permit it to violate MCL 169.211(6) and recognize this rouge group. Third, to somehow suggest that MIGOP could today recognize a rouge group of people who are not members or delegates of KGOP as the "official" county committee because they lost a county political battle would not only erase over 150 years of history over an internal political "spat" but would also be illegal. In essence, MIGOP would be dismantling the KGOP and installing its own group of "Whigs."

Not only would this not stand, but it would be in direct conflict with Judge Bell's *Opinion and Order* wherein he stated that KGOP is autonomous and this conflict must be handled internally within the party.

"The right of an organization to select its own leader is fundamental to a political party. Here, Plaintiffs allege that Defendant Sackett, the KGOP's Chair, breached her fiduciary duty. When deciding whether this count is able to be adjudicated in this Court, it is fundamental to consider that this count is wholly internal in nature. The body of the KGOP selected Defendant Sackett to be its Chair and now Plaintiffs disagree with some of her actions and state that they are entitled to monetary relief, among other types of relief." *Id.* at 23.

Sincerely,

*Matthew X. Hauser*

Matthew X. Hauser, JD, MBA