

**12TH CONGRESSIONAL DISTRICT
REPUBLICAN COMMITTEE BYLAWS**

**ARTICLE I
NAME**

The Committee shall be known as the 12th Congressional District Republican Committee (CDRC), also known as the 12th District Republican Committee of Michigan, and herein after referred to as the “District Committee”

**ARTICLE II
PURPOSE**

The purpose of the District Committee shall be to: (A) perform all duties delegated to it by law and such other duties not prohibited by law; (B) coordinate the affairs and business of the 12th Congressional District Republican Party; (C) promote active citizenship through the Republican Party; (D) provide a vehicle for Republicans residing in the 12th Congressional District of Michigan to influence the direction, purpose, and goals of the Republican Party; (E) support Republican Party candidates seeking elective office at the local, county, state, and federal levels, as determined by the District Committee; (F) raise funds necessary to support the financial requirements of the District Committee and support Republican Party Candidates, as determined by the District Committee.

**ARTICLE III
MEMBERSHIP**

A. District Committee Organization.

The District Committee shall consist of 25 members and shall be composed of the following individuals elected at the District Caucus taking place at the time of the Spring Republican State Convention in every odd-numbered year: the 15 persons elected as regular members; the District Chairman, the Vice-Chairman, the Secretary, the Treasurer, and the six (6) persons elected to represent the 12th Congressional District as members of the Republican State Committee. Each member of the District Committee shall be a registered voter in the 12th Congressional District. District Committee members shall serve for two-year terms or until their successors are duly elected and qualified.

B. Legislators as Ex-Officio Members

As provided for in Article XII, Section C of the Bylaws of the Michigan Republican State Committee, members of the Michigan State Legislature and the Michigan Congressional Delegation who reside in the 12th Congressional District shall be ex-officio members in addition to the 25 member Congressional District Committee.

C. Filling of Vacancies.

A permanent vacancy in District Committee membership shall be filled by a majority vote of the remaining District Committee members at the next District Committee meeting provided the Secretary has forwarded a written notice of such vacancy to all remaining District Committee members at least 10 days before the District Committee meeting. Resignations by any member of the District Committee shall be made in writing to the District Chairman and notice of same shall be provided in writing to the District Committee members within 15 days of the receipt of the resignation.

ARTICLE IV OFFICERS

A. Officers.

The District Committee shall have the following officers: Chairman, Vice-Chairman (of the opposite sex of the Chairman), Secretary, and Treasurer.

B. Election of Officers.

The officers shall be elected at the District caucus at the Spring Republican State convention every odd-numbered year, as provided for by law or state party rules. A majority of the votes cast shall be required for election.

C. Filling of Vacancy of Officer Positions.

If the office of chairman becomes vacant, the Vice-Chairman shall succeed to the office of Chairman. If the Vice-Chairman is not able to succeed to the office of Chairman, the District Committee shall hold a special election to fill the vacancy. A majority vote is required. If the office of Vice-Chairman, Secretary,

or Treasurer becomes vacant, the District Committee shall hold a special election to fill the position. A majority vote is required.

D. Chairman.

It shall be the duty of the District Chairman to: (1) call District Committee meetings and District Conventions and Caucuses as provided by law or state party rules; (2) preside over all meetings of the District Committee and the call to order of the District Conventions and Caucuses as provided by law or state party rules; (3) appoint and remove all chairman of committees at the chairman's discretion; (4) create and appoint temporary or special committees; (5) serve as an ex-officio member of all committees; (6) cause a budget to be prepared and submitted to the District Committee for approval for each fiscal year; (7) make determinations on all procedural and substantive matters relating to the implementation of the District Committee policies; (8) perform such other duties as may be provided for by law or State Party rules; and (9) authorize discretionary expenditures totaling \$400 or less between District Committee meetings, provided the expenditure(s) are not directly or indirectly made to or on behalf of a holder of public office, or a candidate for public office or to any club or organization. (Any amounts over \$400.00 shall receive prior approval from the District Committee).

E. Vice-Chairman.

The Vice-Chairman shall perform the duties of Chairman in his/her absence. This person may be assigned by the Chairman to serve as an ex-officio member of any committee. The Vice-Chairman will also perform other duties that may be assigned by the Chairman or District Committee.

F. Secretary.

The Secretary shall perform all duties incident to the office of Secretary and, in particular, shall keep a permanent record of the minutes and attendance at all meetings of the District Committee; shall make these records available for inspection and copying by any District Committee member; shall furnish copies of the minutes of the most recent meeting to all members, and shall see that all meeting notices are duly given as required by law and by these bylaws. The Secretary shall receive any membership application and dues and shall then transmit them to the Treasurer. In the absence of the Treasurer, the Secretary shall also be designated as Assistant Treasurer and shall have all of the privileges and duties of the treasurer.

G. Treasurer.

The Treasurer shall: (1) receive and be custodian of all funds of the District Committee in a federally insured financial institution designated by the District Committee; (2) pay District Committee expenditures of \$400 or less, when authorized by the District Chairman, and expenditures of more than \$400 which are approved by the District Committee; (3) keep an account of all monies received and disbursed and present a written detailed report at District Committee meetings; (4) make an annual report at the close of each fiscal year; (5) be an ex-officio member of the finance committee; (6) the treasurer shall also assist and cooperate with any audit committee that may be established; and, (7) make financial records available to any District Committee member upon request.

F. Records.

Each officer shall be responsible for the safekeeping of all records within his/her purview. Each officer shall turn over to his/her successor all funds, books, accounts, letters, records, papers, minutes, and other property pertaining to the District Committee and his/her office, upon leaving office.

ARTICLE V MEETINGS

A. Regular Meetings.

Regular meetings of the District Committee shall be held at least quarterly. The Secretary shall give adequate notice to every District Committee member.

B. Special Meetings.

Special meetings may be called by the Chairman or by majority of the District Committee. A special meeting may be conducted telephonically or electronically as long as the Quorum requirement set forth in these Bylaws is satisfied.

C. Quorum.

A majority of the District Committee members shall constitute a quorum. Unless otherwise specified in these Bylaws, the District Committee may take action by a majority vote of those District Committee members present at a

meeting as long as enough District Committee Members are present to constitute a quorum.

D. Voting by Proxy.

The Secretary shall accept a proxy vote of any District Committee member upon receiving notification prior to or during the meeting from the District Committee member naming another registered voter of the 12th Congressional District as a proxy. No person shall hold more than one vote.

E. Notice of Meetings.

A written notice of a regular District Committee meeting shall be forwarded by the Secretary to each member of the District Committee with notice of the time, date and place of the meeting not less than 10 days prior to each meeting. Not less than five days notice shall be given for a special meeting unless such notice is prevented by an emergency.

F. Absences.

Any member of the District Committee who has three consecutive absences or having four absences per calendar year shall relinquish his or her position on the District Committee. A vacancy will be declared and the position will be filled pursuant to the provisions contained in these Bylaws. After two consecutive absences, the Secretary will advise the Chairman who shall provide written notice to the individual. If there is no response to the written notice and/or the individual is not present at the next District Committee meeting, the position will be declared vacant and a replacement will be elected pursuant to these Bylaws. After four absences within a calendar year, the District Committee member shall automatically be removed from the Committee. Any removed District Committee member will be welcome to participate in District activities and may be elected or appointed to the District Committee at any future time.

**ARTICLE VI
COMMITTEES**

The District Committee, upon the recommendation of the Chairperson, shall establish committees as necessary.

**ARTICLE VII
FISCAL YEAR**

The Fiscal Year of the District Committee shall be January 1 through December 31 of each year.

**ARTICLE VIII
PROCEDURES**

The most current edition of Roberts's Rules of Order, Newly Revised, shall govern meetings of the District Committee(s) in all cases in which they are not inconsistent with applicable law, Michigan Republican Party Rules, special rules adopted by the District Committee, or these Bylaws. All notices (including proxies and resignations) required to be in writing as set forth in these Bylaws may be given in writing or by electronic email format and may be sent by ordinary mail or by email.

**ARTICLE IX
AMENDMENTS TO BYLAWS**

These Bylaws may be amended at any regular meeting of the District Committee by a 2/3 vote of District Committee members elected and serving, provided the amendment has been submitted in writing at the previous regular District Committee meeting and provided that copies of the proposed amendments are forwarded to all District Committee members at least 10 days in advance of the District Committee meeting at which the amendment will be considered.

**ARTICLE X
ADOPTION**

These Bylaws shall be adopted when approved at a meeting of the District Committee by a majority of District Committee members elected and serving, provided that a written or electronic copy of the bylaws has been furnished with the District Committee meeting notice at least 10 days prior to the meeting.

Adopted this 16th day of March, 2013 by the 12th Congressional District Committee.

William J. Runco, Chairman

Michael Talamonti, Secretary