

**Restated BYLAWS OF THE WAYNE COUNTY
REPUBLICAN COMMITTEE**

Adopted January 23, 2023

ARTICLE I

NAME

This committee shall be known as the Wayne County Republican Committee (“the County Committee”).

ARTICLE II

PURPOSE

The purpose of the County Committee shall be to further the purposes of the Republican Party in Wayne County in electing Republicans in Wayne County and such other duties as will benefit the general welfare of the Republican Party in Wayne County.

ARTICLE III

MEMBERSHIP

Section 1. County Committee Membership.

The County Committee shall consist of twelve (12) persons from each partial, and complete, Congressional District (“District”) in Wayne County who are selected by each respective District as set forth in section 2 below.

Any Person selected to the County Committee must be a voting resident of the District such person is selected to represent.

Section 2. Selection Process for Committee Membership.

- (a) Before the first meeting of the County Committee, the partial and complete Congressional District Committees within Wayne County (“Congressional District Committee”) shall each select the number of the members to the County Committee as authorized in Section 1 of this Article III in conformance with such Congressional District Committee’s By-Laws.
- (b) In the event a Congressional District Committee fails, neglects, or refuses to select and submit Executive Committee members and the above described information to the County Committee after the first Congressional District Committee Meeting, in the odd years, then the Chair of the County Committee shall advise the Chair of the Congressional District Committee of the failure to select members to the committee by sending written notice to, emailing or texting the Chair of the Congressional District Committee requesting a replacement within twenty-eight (28) days. The Congressional District Committee, as referred to in Section 2(b) of Article III, which has failed to select members to the County Committee shall then select members to the County Committee in conformance with such Congressional District Committee’s By-Laws. If the Congressional District Committee fails, neglects, or refuses to select members to the County Committee within the twenty-eight (28) days provided above, then the Chair of the County Committee shall again give the Chair of the Congressional District Committee another twenty-eight (28) day written

notice to select members to the County Committee in conformance with such Congressional District Committee's By-Laws. If the Congressional District Committee fails, neglects, or refuses to select members to the County Committee within such second twenty-eight (28) day notice period, then the County Committee may elect persons from such Congressional District to serve as representative to the County Committee from such Congressional District.

- (c) In the event a Congressional District Committee fails, neglects, or refuses to select members to the County Committee before the first meeting of the County Committee following State Convention in odd number years, the election of officers to the County Committee pursuant to Article IV of those By-Laws shall proceed in the absence of representation from such County District Committee. However, the County Committee shall not elect a Second Vice Chair to the County Committee until such time as the members from the absent Congressional District Committee are selected in conformance with these By-Laws. The Second Vice Chair shall then be selected by the formerly absent Congressional District delegation to the County Committee at the next meeting of the County Committee.

Section 3. Vacancies on County Committee.

Vacancies on the County Committee shall occur if a member dies, becomes disabled, is or becomes a convicted felon, resigns or moves their voting residence outside of the District that elected them. In addition, any member who has three (3) consecutive unexcused absences from County Committee meetings, and who has not appointed an appropriate proxy or given the chair authority to appoint a proxy for that particular meeting, shall be deemed to have resigned from the County Committee. After the 2nd unexcused absence, the Secretary of the County Committee shall give written notice to such member that they shall be deemed to have resigned in the event that they have one (1) additional unexcused absence as set forth in these By-Laws. An excused absence shall be given if the Chair is advised by telephone, email, text or other writing by the member in advance of the County Committee meeting that such member is unable to attend said meeting, and a proxy has been appointed, or permission is granted for the chair to appoint a proxy.

A Committee Member that has four (4) or more excused absences shall serve at the discretion of the Committee. An extended leave shall be considered for temporary medical disability of the member, caretaker for an immediate family member, military deployment, temporary conflict in school or work schedule, with the appointment of a proxy or the authorization of the chair to appoint a proxy for the extended absence. Should the leave become permanent, the member shall inform the chair of their vacancy for the remainder of their term.

The Chair of the County Committee shall advise the Chair of the Congressional District Committee of a vacancy by sending written notice to the Chair of the Congressional District Committee requesting a replacement within twenty-eight (28) days. The Congressional District Committee, as referred to in Section 2(b) of Article III, when a vacancy occurs shall fill such vacancy with a person from such District. If the Congressional District Committee fails, neglects, or refuses to fill such vacancy within twenty-eight (28) days as provided above, then the chair of a County Committee shall give the Chair of the Congressional District Committee another twenty-eight days' notice to fill such vacancy. If the Congressional District Committee fails, neglects, or refuses to fill such vacancy within the second twenty-

eight (28) day notice period, then the County Committee may fill such vacancy to the County Committee at its next meeting with a person from the Congressional District from which the vacancy occurred.

Any Member who is deemed to have resigned from the County Committee as provided in this Section 3, shall be prohibited from being a member of the County Committee for two years thereafter.

Section 4. Voting.

Each member of the County Committee shall be entitled to one (1) vote.

Section 5. Term of Office.

Each member of The County Committee shall be elected for a two (2) year term which shall expire when new members are thereafter elected pursuant to Article III, Section 2.

Section 6. Supporting Membership.

Dues paying members shall be considered Supporting Members. They are entitled to a copy of the newsletter or e-letter, invitations to events, as well as benefits described in the membership form. Every effort should be made to select proxies for the County Committee from the supporting membership in the same District, as well as to fill vacancies. Supporting members may serve on subcommittees, as appointed by the Chair. Committee Members are expected to also be Supporting Members.

ARTICLE IV

OFFICERS

Section 1. County Committee Officers.

The County Committee shall have the following officers to be elected from the members of the County Committee:

- (a) Chair
- (b) First Vice Chair
- (c) Second Vice Chair
- (d) Secretary
- (e) Treasurer

Section 2. Election of Officers, Limitation on Term, First Meeting.

- (a) Elections for the officers shall be held in the order that officers are listed in Article IV, Section 1. No person who has been convicted of a felony, who has exhausted all appellate procedures shall be elected an officer of the County Committee. A majority of the votes cast by the County Committee present shall be required for election. No more than one (1) person residing in the same District shall be elected as an officer with respect to the first three (3) officers listed in Article IV, Section 1, except where a majority of the members from a District not represented by an officer fails to present a candidate for an office. The immediately preceding sentence shall not apply in the event of a vacancy in any office. The offices of Treasurer and Secretary shall be elected at large from the members of the County Committee without regard to District, provided that no member shall hold two (2) offices on the County Committee at the same time.

- (b) Where there are more than two (2) candidates for the same office, and where no one candidate receives a majority of the votes cast, then the two (2) candidates receiving the highest number of votes shall run against each other until one candidate receives a majority of votes cast. Voting for candidates by the County Committee shall be by secret ballot, except upon a two-thirds (2/3) vote of the County Committee present and voting to the contrary. The Secretary shall announce the actual vote count for each candidate after each balloting.
- (c) The election of officers shall take place at the first meeting of the County Committee, which shall be no less than twenty (20) days nor more than fifty (50) days after the State Convention in each odd numbered year. The Chairs of the Partial or Complete Congressional Districts in Wayne County shall notify the Chair of the County Committee, in writing, within five (5) days after the first County Convention in each odd numbered year, of the names, correct addresses, phone numbers and email addresses of the members selected to be on the County Committee.
- (d) The Chair of the County Committee shall notify the Chairs of the Partial or Complete Congressional Districts within five (5) days after the state convention in each odd numbered year of the first meeting date of the County Committee and the need for the list of members, -their addresses, correct email address and phone numbers, from such partial or complete Congressional Districts to the County Committee.
- (e) Each officer shall be elected for a two (2) year term whose terms shall expire when new officers are elected as set forth above. No person shall be elected to the same office for more than three (3) consecutive terms. The three (3) consecutive term limitation shall begin with the first full two (2) year term for which the officer is elected.

Section 3. Chair.

The Chair shall preside over all meetings of the County Committee; shall be an ex-officio member of all subcommittees; and shall have such other duties and privileges as may be provided or permitted under these Bylaws.

The Chair shall appoint members to sub-committees of the County Committee as deemed necessary with the approval by a simple majority of the County Committee. Each of the sub-committees shall have at least one (1) representative from each District.

Section 4. First Vice Chair.

The First Vice Chair shall have all of the powers of the Chair in the absence of the Chair and, should the office of Chair become vacant, shall immediately become the Chair until a successor shall be elected. The First Vice Chair may be designated by the Chair to serve ex-officio on any subcommittees; and shall perform such other duties as may be provided or permitted under these Bylaws.

Section 5. Second Vice Chair.

The Second Vice Chair shall be of the opposite sex from the First Vice Chair. The Second Vice Chair shall have all of the powers of the First Vice Chair in the absences of the First Vice Chair and, should the office of the First Vice Chair become vacant, shall immediately become the First Vice Chair until a successor shall be elected. The second Vice Chair may be designated by the Chair to serve ex-officio on any subcommittees; and shall perform such other duties as may be provided or permitted under these Bylaws.

Section 6. Secretary.

The Secretary shall issue by mail or email, at the preference of the members, notice of all regular and special meetings to County Committee members no less than ten (10) days in advance of such meetings, and shall be responsible for all official correspondence between the County Committee and others. The Secretary shall keep a permanent and accurate record of the minutes and attendance of each meeting of the County Committee to be submitted for County Committee approval at the next meeting, and shall keep accurate records of all reports submitted to the County Committee by officers and subcommittees. The Secretary is also required to collect the dues paying Club membership forms from the Treasurer once the requisite financial disclosures required by law are recorded, and to keep an accurate log of the dues paying members for records keeping purposes.

Section 7. Treasurer.

The Treasurer shall deposit all funds from any source for the County Committee in a financial institution approved by the County Committee in Wayne County; shall issue a report at the regular County Committee meetings; shall be responsible to file all necessary federal and state forms, and shall comply with all applicable federal and state laws; shall disburse only such funds as specifically authorized by the County Committee, except that the Treasurer shall have the authority to expend an amount not to exceed Five Hundred (\$500.00) Dollars not specifically authorized by the County Committee at the direction of the Chair, but the Treasurer shall report such disbursements to the County Committee at the next scheduled meeting for approval. All disbursement instruments shall bear the signature of the Treasurer or the Chair. All reports and activities shall be in accordance with sound accounting practices. The Treasurer is responsible for collecting Club membership dues and furnishing all copies of membership forms to the Secretary once all requisite financial disclosure information required by law is properly recorded from them.

Should the office of Treasurer become vacant, it shall be temporarily filled by the Secretary until the election of a new Treasurer, at which time, the Chairman may call upon the First, then Second, Vice Chair to fill in for the Secretary, as needed, until the election of the new Treasurer.

Section 8. Books and Records.

Each officer shall be responsible for the safekeeping of all records within his/her purview and shall turn over to his/her successor all funds, money, books, accounts, letters, records, papers, minutes and other properties pertaining to or associated with the affairs and business of the County Committee and his/her office upon leaving office. Within twenty-eight (28) days, each officer shall make available for viewing such books, accounts, minutes, letters, records, papers, and other properties to members of the County Committee.

Section 9. Vacancies as to Officers.

An office shall become vacant by reason of the death, disability, resignation or deemed resignation of an officer, or if an officer moves outside his/her voting residence outside Wayne County, or the District by whom he/she was elected. In such event, a permanent successor shall be elected by a majority of the members of the County Committee at the next scheduled County Committee meeting provided at least ten (10) days written notice has been given to the members of the County Committee. Any person so elected shall serve the unexpired portion of the term of office which has become vacant.

ARTICLE V

GENERAL PROVISIONS

The respective Districts or Congressional District Committees, within Wayne County shall retain the exclusive right to:

- (a) Appoint Precinct Delegates to fill Precinct Delegate vacancies,
- (b) Select delegates to the Republican State Convention,
- (c) Determine the number of Precinct Delegates per Precinct from their District.

ARTICLE VI

MEETINGS

Section 1. Regular Meetings.

The County Committee shall meet regularly at such times, dates and places as determined by the County Committee, but not less than once every three (3) months. Notices of time, date and place of the meetings shall be sent to all County Committee members at their last known address by first class mail, or email at least ten (10) days prior to any meeting.

Section 2. Special Meetings.

Special meetings of the County Committee may be held in addition to regular meetings at a time and place designated by the Chair provided that all members of the County Committee are sent notice by mail, email or text of the date, time, place and issues to be discussed no less than ten (10) days in advance of such meeting. Such special meetings may also be called by petition of one-third (1/3) of the members of the County Committee to the Secretary, provided that all rules governing such special meetings are observed.

Section 3. Quorum.

A quorum shall be required for all regular and special meetings.

A quorum for all meetings of the County Committee shall consist of fifty percent (50%) of the members of the County Committee in person, online for virtual meetings, or proxy.

Section 4. Proxy.

Any member of the County Committee may designate, in writing, a person from such member's District in Wayne County, or request that the chair appoint a proxy to represent such member at any meeting of the County Committee and to vote for such member, provided, however, no person shall cast more than one (1) vote.

ARTICLE VII

PROCEDURE

Robert's Rules of Order, Newly Revised, shall govern the County Committee meetings in all cases in which they are not inconsistent with these Bylaws, or in any event as agreed upon by a two-thirds (2/3) majority of the County Committee, whichever is applicable.

ARTICLE VIII

AMENDMENT

Notice of any proposed amendment to these Bylaws, other than an amendment to Article III, Sections one (1) and (2), or Article V and of these Bylaws, shall be given and a written copy of the text of such proposed amendment shall be furnished to each member of the County Committee not less than forty (40) days prior to the first meeting at which such Bylaw amendment is presented. Such amendment shall be presented at two (2) consecutive meetings of the County Committee before a vote is taken upon the amendment. A two-thirds (2/3) majority of the members of the County Committee of those voting at the second meeting shall be required for passage of such amendment.

Notice of any proposed amendment to Article III, Sections one (1) and two (2), or Article V of these Bylaws shall be given and a written copy of the text of such proposed amendment shall be furnished to each member of the County Committee not less than forty (40) days prior to the first meeting at which such Bylaw amendment is presented. Such amendment shall be presented at two (2) consecutive meetings of the County Committee before a vote is taken upon the amendment. A two-thirds (2/3) majority of the members of the County Committee of those voting at the second meeting shall be required for further consideration of such amendment. If a two-thirds (2/3) majority of those voting at such second meeting of the County Committee is secured, then such amendment shall be submitted to the respective Congressional District Committees for ratification. If all the Congressional District Committees approve such amendment within sixty (60) days of the date of such second meeting, then such amendment will become effective. If a Congressional District Committee fails to notify the Chair of the County Committee within twenty-eight (28) days after the date of such second meeting, then the Chair of the County Committee shall notify the District Chair of the need for approval or disapproval. If a total of sixty (60) days has passed since such second meeting, without approval or disapproval of Amendments to Article III, Sections one (1) and two (2) or Article V, then approval of the amendment(s) shall be deemed to have occurred and shall become effective.

(The following Article is included for historical reference as the Founding Members of this County Committee)

ARTICLE IX

RATIFICATION

The ratification of these Bylaws by all of the Congressional District Committees encompassing Wayne County within ninety (90) days of the date hereof shall be necessary for the establishment of the Wayne County Republican Committee.

* * * *

Recommendation of

In witness hereof and to acknowledge our ~~_____~~ these Bylaws of the Wayne County Republican Committee, we have subscribed our names this 9th day of July, 1991:

[Signature]
Edward L. Haroutunian - 17th Dist.

[Signature]
Thomas Thompson - 15th Dist.

[Signature]
Keith A. Butler - 14th Dist.

[Signature]
Sheila Brooks - 16th Dist

[Signature]
John W. Gordon - 1st Dist.

[Signature]
Delano H. Smith - 1st Dist

[Signature]
Donnelly W. Hadden - 13th Dist.

[Signature]
Arthur Sippola - 2nd Dist.

[Signature]
Rhys Lewis - 17th Dist.

[Signature]
Susan Licata Haroutunian - 17th Dist.

[Signature]
Thaddeus B. McCotter - 2nd Dist.

[Signature]
Frank Beaumont - 16th Dist

[Signature]
Harry G. Greenleaf - 2nd Dist.

[Signature]
Kenneth C. McNealy - 14th Dist.

[Signature]
Gerald L. Cox, Ph.D. - 15th Dist.

[Signature]
C. Daniel Piercecchi - 2nd Dist.

[Signature]
Lee H. Clark - 16th Dist.

7-9-91

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