

PROPOSED BYLAWS OF THE REPUBLICAN PARTY OF MN

*This document shows what the new Bylaws will look like in full after the May 16 SCC meeting **IF** all the proposed changes pass. New additions/chnages to the Bylaws are in **green** below.*

ARTICLE I -- Name and Location

Section 1. The name of this organization shall be the Republican Party of Minnesota (Party).

Section 2. Party offices shall be located at such places as the State Executive Committee may from time to time determine.

ARTICLE II -- State Central Committee

Section 1. The business and property of the Party shall be managed by a State Central Committee composed of the persons specified in Article IX, Section 1B of the Party Constitution.

Section 2. Meetings of the State Central Committee may be called by the Chair or by the State Executive Committee.

Section 3. Emergency State Central Committee meetings may be called by twenty five (25%) percent of the Delegates of the State Central Committee who must be from no fewer than three (3) Congressional Districts.

Section 4. Written notice of each State Central Committee meeting shall be mailed or e-mailed to each member at least ten (10) days in advance by the Party.

A. The Party has ten (10) days to validate and acknowledge the petition to the full State Central Committee. The Party has forty (40) days to hold the meeting after receipt of the valid petition.

B. For the purpose of calling a State Central meeting only, any Party Officer can accept the list serve agreement and provide a State Central Committee Delegate a copy of the Delegate List.

C. If the State Central Committee meeting is called by a percentage of the delegation, the call must include the list of Delegates requesting the meeting containing first name, last name, and their Congressional District.

Section 5. A quorum shall consist of thirty percent (30%) of the Delegates, who must come from no fewer than twenty-nine (29) counties.

Section 6. No voting by proxy shall be permitted at State Central Committee meetings.

Section 7. The State Central Committee shall meet to elect Party Officers as set forth in the Constitution. The Party shall post the job description for each open office on the Party website and the timelines, process, and requirements for applying for each open office, including.

A. A petition with the signatures of at least thirty (30) State Central Delegates committed to vote for this candidate on the first ballot. No Delegate may sign more than one (1) petition for each

open position. If a Delegate signs more than one (1) nominating petition in the same race (e.g., two (2) Chair candidates), their signature will be voided on each nominating petition for that race.

B. An application and/or a questionnaire to be posted on the Party website. If no application or questionnaire is posted on the Party website, each candidate shall submit a resume of their qualifications including their past professional and political activities; and

C. Any additional requirements that may be decided by a majority vote of the State Executive Committee shall be posted on the Party website no later than thirty (30) days prior to the State Central Committee meeting.

Section 8. Prior to the State Central Committee meeting each candidate **must** be interviewed by the Nominations Committee. The Nominations Committee shall be composed of the Congressional District chairs or appointees, and a committee chair appointed by the Chair. The Nominations Committee shall rate each candidate as “qualified,” “qualified with reservations” or “unqualified.” **The Nominations Committee shall present its report to the State Central Committee meeting of each candidate.**

A. All candidates for the office of State Party Chair and State Party Deputy Chair, subsequent to their interview with the Nominations Committee, will authorize the Nominations Committee to obtain a criminal background check. This criminal background check must be obtained prior to the Nominations Committee report to the State Central Committee. The Nominations Committee has a duty to obtain the authorized criminal background checks.

B. The authorization signed by candidates for the office of State Party Chair and State Party Deputy Chair must allow all criminal convictions disclosed in their criminal background checks to be disclosed to the State Central Committee Delegates and Alternates prior to any vote to elect the State Party Chair or the State Party Deputy Chair.

Section 9. At each State Central Committee meeting, the Party Officers shall submit statements of the activities of the Party Officers since the previous meeting, together with a report of the general financial condition of the Party and of the condition of its tangible property.

Section 10. There shall be at least one (1) State Central Committee meeting per year. Additional meetings may be called by the party Chair, Executive Committee or State Central Delegates as specified in the Bylaws of the Republican Party of Minnesota.

ARTICLE III -- State Executive Committee

Section 1. The State Executive Committee shall have charge of the administration of Party affairs, subject to the direction and control of the State Convention and the State Central Committee. The State Executive Committee shall consist of the persons specified in the Party Constitution.

Section 2. Meetings of the State Executive Committee may be called by the chair or by any three (3) members of the committee. Unless they waive notice, each member shall be entitled to notice of each meeting in writing (by mail, e-mail or fax) or orally (in person or by telephone) at least 24 hours in advance.

Section 3. A quorum shall consist of fifty percent (50%) of the voting members.

Section 4. No voting by proxy shall be permitted, except that a Congressional District representative may give a proxy to either a State Central Committee Delegate or an officer from their Congressional District.

Section 5. A vacancy occurs if a Congressional District representative no longer resides in the district from which they were elected, or in the event of their death, resignation or removal from office. The Congressional District Constitution shall provide a mechanism for filling such a vacancy. In the event the Congressional District Constitution does not provide such a mechanism, the Chair shall call a meeting of the Congressional District's State Central Committee Delegates for the purpose of electing a person to fill the vacancy. Notice of the meeting shall be mailed or emailed to each Delegate at least ten (10) days in advance of the meeting. The meeting shall convene not more than thirty days (30) days after the Chair is notified by a communication from the congressional district of the vacancy.

Section 6. At the first Executive Committee meeting after the election of a Chair, the Chair shall appoint members to the following standing committees with the approval of sixty percent (60%) of the sitting State Executive Committee.

A. The standing committees are the Personnel Committee, State Fair Arrangement Committee, and Financial Control and Oversight Committee.

B. Each standing committee shall have among its membership at least three (3) elected members of the Executive Committee. The standing committees can also have members who are not members of the Executive Committee.

C. The Treasurer shall be a member of the Financial Control and Oversight Committee but is prohibited from being the chair of the committee. Each standing committee shall elect its own committee chair.

D. The Financial Control and Oversight Committee shall meet at least quarterly to review the finances, contracts, expenses, assets, insurance, and obligations of the Party. The Committee shall prepare confidential reports of its findings for any member of the State Executive Committee as requested.

E. The Personnel Committee shall meet regularly and work confidentially to evaluate and provide advice regarding Party personnel decisions, and employment policies. The Committee shall meet as requested by any Party Officer, the Executive Director, or the State Executive Committee. The Committee will review employment policies, department director evaluations, and perform annual performance reviews for the Party Officers. The Committee shall make recommendations to the Chair, the Executive Director, and/or the State Executive Committee. All final decisions shall be made by the proper authority.

F. The State Fair Arrangements Committee shall meet regularly to prepare recommendations for the State Fair booth, merchandise sales, and State Fair related Party activities. These recommendations shall be submitted to the State Executive Committee each year allowing sufficient time to implement those recommendations before the State Fair begins.

G. In addition to any list agreement, the State Executive Committee may establish a schedule for fees for candidates or other eligible individuals requesting access to a list of delegates, alternates or potential voters and volunteers. Congressional District, BPOU and Affiliate Organizations will not be charged any fee for receiving a list of delegates, alternates or potential voters and volunteers within their area. The fee may vary based on the size of the list. Competing candidates

requesting a list of delegates and alternates in order to seek endorsement shall be charged the same fee for the same list.

H. A delegate or alternate receiving a copy of the State Central Committee list agrees to use the list only for the purposes authorized in the list agreement. Abuse of the State Central Committee list may result in Party discipline, including but not limited to removal of the delegate or alternate.

Section 7. A Hennepin County Subcommittee of seven (7) members shall be established at the beginning of every odd number year by Congressional District Chairs whose districts are located in Hennepin County sending recommendations of Republicans to appoint from their respective districts to the Chair within forty-five (45) days after being requested by the Chair. After forty-five (45) days, the Chair shall appoint the seven (7) members to the Subcommittee. The Chair shall appoint one of the seven (7) members to be a temporary chair to organize the Subcommittee. At a subsequent meeting of the Subcommittee, the Subcommittee shall elect a permanent chair. The Subcommittee shall meet at least every three (3) months. The Subcommittee will be charged with searching for county candidates, assisting endorsed or recommended county candidates in an election, calling county endorsement conventions, and assigning recommended status of county candidates as allowed by the governing bodies when there is no endorsement requested.

Section 8. The Chair may create a committee to report to the State Executive Committee. To create a committee the Chair must present a proposal to the State Executive Committee defining the purpose, scope, membership, and the chair of said committee. The proposed committee must be approved by the State Executive committee by a majority vote. At any time during the term of the approved committee the Chair may remove and replace the Committee chair or a committee member. Once formed the committee can be disbanded by a majority vote of the State Executive Committee before its termination date.

Section 9. State Executive Committee members must abstain from voting on any item that may be financially beneficial to themselves, or their immediate family. The State Executive Committee shall set a written conflict of interest policy approved by and binding on all the State Executive Committee.

ARTICLE IV -- Officers

Section 1. The Party Officers shall consist of the persons enumerated in the Party Constitution.

Section 2. No person shall be a State Party Officer and at the same time hold the office of: Congressional District Party Officer, Congressional District Representative on State Executive Committee, BPOU Chair.

Section 3. The Chair shall preside at all State Central Committee meetings, State Conventions and Executive Committee meetings. The Chair shall have general supervision and management over the affairs of the Party and over other officers and shall perform all such other duties as are incidental to the office.

Section 4. All contracts obligating the Party, including mortgages and other debt instruments, leases, and bonds, must be signed by both the Chair and the Treasurer, subject to the review and approval of the State Executive Committee, where applicable, as outlined below:

A. Any contract that is likely to obligate the Party to an amount greater than \$9,000.00 during any calendar year (including multiple contracts with a single entity or person that in the aggregate

could meet the \$9,000.00 annual threshold) and that does not fall within the applicable annual budget passed by the State Executive Committee must be approved in advance by a majority vote of the State Executive Committee.

B. Any contract with a term longer than eighteen months must be approved by a majority vote of the State Executive Committee.

C. No Officer of the Party has the authority to guarantee a debt on behalf of the Party in any amount without the prior approval of a majority of the State Executive Committee.

Section 5. In the case of the Chair's absence or disability, and during the period of a temporary vacancy pending election of their successor, the Deputy Chair shall preside at all State Central Committee meetings and shall perform all other duties of the Chair. If in the Chair's absence or disability, there is no Deputy Chair to step in, the State Executive Committee shall appoint an acting Chair to govern until a permanent Chair is elected at the next State Central Committee meeting.

Section 6. The Secretary shall be responsible for preparing and publishing the minutes of the State Conventions, State Central Committee meetings and State Executive Committee meetings. All approved minutes will be retained as part of the books and records of the Party.

Section 7. The Treasurer shall be responsible for establishing and maintaining an adequate system of internal accounting and financial controls; overseeing the Party financial budget process; publishing and filing Party financial statements, supplemental schedules and financial reports to applicable regulatory agencies and timely presenting such Party financial information to the State Executive Committee (at least quarterly) and State Central Committee (at least annually) for their examination and approval.

A. The Treasurer shall annually submit to the Chair and State Executive Committee a written report of the internal financial controls in place for the upcoming year. That report must be approved each year by the Chair and a majority of the State Executive Committee.

B. The Treasurer must provide access to Party financial records and/or supporting transaction documents to current State Executive Committee members and State Central Committee delegates who submit reasonable written requests for such access subject to applicable personnel privacy laws and other confidentiality restrictions.

Section 8. The Party Officers generally shall have the responsibility to organize or cause to be organized, each precinct in the state, and to seek out qualified candidate and encourage them to seek public office. No Party Officer shall use their official position to promote pre-primary endorsement support or induce the candidacy of any individual by assuring Party support prior to any endorsement by the convention which is representative of the entire electorate for the office.

Section 9. The Chair, Deputy Chair, and Secretary terms shall be two (2) years. The term will run from January 1 of an odd-numbered year through December 31 of the following even-numbered year. The election for these positions will take place in December of even-numbered years.

ARTICLE V -- Affiliates

Section 1. Any group meeting the qualifications and in accordance with procedures set forth in the State Party Constitution shall be granted Affiliate status.

Section 2. A list of currently approved Affiliates shall be attached to these Bylaws of the Party as an addendum.

ARTICLE VI -- National Delegates

Section 1. National Delegates are elected in accordance with the State Party Constitution.

Section 2. No Delegate to the Republican National Convention shall be bound by Party rules (unless bound by the State Convention pursuant to the State Party Constitution) or by State law to cast their vote for a particular candidate on any ballot at the Republican National Convention.

ARTICLE VII – BPOU, CD, Judicial District

The current constitution and Bylaws of each Congressional, BPOU and Judicial District shall be transmitted to the Party Secretary during June of each year for the record.

ARTICLE VIII -- Caucus Participation

Section 1. Eligible voters. Only those individuals who are or will be eligible to vote at the time of the next state general election may vote or be elected a delegate, alternate or officer at the Republican precinct caucus. An eligible voter may vote or be elected a delegate or officer only in the precinct where the voter resides at the time of the caucus.

Section 2. Agreement with party principles. Only those persons who are in agreement with the principles of the party as stated in the Minnesota Republican Party's Constitution and Bylaws, and who either voted or affiliated with the party at the last state general election or intend to vote or affiliate with the party at the next state general election may vote at, and participate in, the Republican precinct caucus.

Section 3. Decision by caucus vote. In case the right of a person to participate at the precinct caucus is challenged, the question of the right to participate shall be decided by a vote of the precinct caucus. A person so challenged may not vote on the question of the person's right to participate.

Section 4. If same or similar language is adopted within the MN GOP Constitution, the language in the Constitution has overriding authority.

ARTICLE IX – Emergency Authority

In the event of a declared Federal or State Emergency, all meetings and conventions for the Party and its local affiliates may be conducted via electronic means in which all participants can simultaneously hear each other and have the opportunity for recognition analogous to a regular in-person meeting. Any requirements for ballot votes may be waived, votes may be conducted via mail vote or other electronic means as determined by the meeting or convention. Other allowances for electronic meetings may be allowed elsewhere in Party documents. Any conflicting language shall defer to this rule.

ARTICLE X -- Amendments

Amendments to these Bylaws shall be made in accordance with procedures set forth in the Party Constitution.

ADDENDUM TO THE BYLAWS

Affiliates certified at December 2023 State Central Committee Meeting

MN Federation of Republican Women
MN Asian-American Republicans
MN African American Republicans
Minnesota Young Republicans
Republican Seniors
Republican Liberty Caucus of Minnesota
MORVets
Republican Labor Affiliate
Log Cabin Republicans
American Indian Republicans
College Republicans
Hispanic Republican Assembly

(Edit: Aug. 11, 2023 to correct an affiliate name)

(Edit: Jan. 17, 2024 to include Dec. 9, 2023 certification of all affiliates) Page 8 of 8