

BYLAWS OF THE REPUBLICAN PARTY OF MINNESOTA

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 or by fifteen (15) percent of the delegates of the State Central Committee who must be from no fewer than two Congressional Districts. Written notice of each meeting shall be mailed or emailed to each member at least ten (10) days in advance.

Section 3. A quorum shall consist of thirty percent (30%) of the delegates, who must come from no fewer than twenty-nine (29) counties.

Section 4. No voting by proxy shall be permitted at State Central Committee meetings.

Section 5. The State Central Committee shall meet to elect party officers. A nominating committee comprised of Congressional District Chairs or their appointees may, at its discretion, report to the State Central Committee those candidates it considers qualified or unqualified.

a) Prior to May 1, 2021: The State Central Committee shall meet in odd numbered years, after Congressional District conventions are completed, but no later than the end of April. The nominating committee shall be composed of Congressional District chairs holding office at the start of the day on the day of the Congressional District convention or their appointees. Once appointed to the nominating committee, a Congressional District chair or his/her appointee may continue to serve until Party officers are elected.

b) After April 30, 2021: State Central shall meet in December of even numbered years.

Section 6. At each meeting of the State Central Committee, 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 7. There shall be at least two (2) meetings of the State Central Committee per year.

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 Article IX, Section 2 of 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 he/she waives 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 his/her Congressional District.

Section 5. A vacancy shall occur if a Congressional District representative no longer resides in the District from which he/she was elected, or in the event of his/her 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 state 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 (30) days after the vacancy occurs.

Section 6. At the first Executive Committee meeting after the election of a Party Chair, the Chair shall appoint members to the following standing committees with the approval of the State Executive Committee. The standing committees are the Personnel Committee and Financial Control and Oversight Committees. Each standing committee shall have among its membership at least three elected members of the Executive Committee. The standing committees can also have members who are not members of the Executive Committee. The Treasurer shall be a member of the Financial

Control and Oversight Committee. Each standing committee shall elect its own committee chair.

Subd. 6a: The Financial Control and Oversight Committee shall meet at least quarterly to review the finances, contracts, expenses, assets, insurance, and obligations of the State Party. The Committee shall prepare confidential reports of its findings for the State Party Chair, the Congressional District Chairs, or the State Executive Committee as requested.

Subd. 6b) The Personnel Committee shall meet regularly and work confidentially to evaluate and provide advice regarding State Party personnel decisions, employment policies, and officer expectations. The Committee shall meet as requested by any State Party Officer, the Executive Director, or the State Executive Committee. The Committee will work with the State Party Officers to create and update job descriptions including any compensation. The Committee will review job descriptions, employment policies, department director evaluations, and perform annual performance reviews for the State Party Officers. The Committee shall make recommendations to the State Party Chair, the Executive Director, and/or the State Executive Committee. All final decisions shall be made by the proper authority.

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 of the Republican Party of Minnesota within 45 days after being requested by the MNGOP Chair. After 45 days, the MNGOP Chair shall appoint the 7 (seven) members to the Subcommittee. The MNGOP Chair shall appoint one of the seven 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 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. In addition to the standing committees, the State Executive Committee may organize itself into functional sub-committees and may appoint such advisory members as are necessary to deal with specific areas of Party operations.

ARTICLE IV -- Officers

Section 1. The Party officers shall consist of the persons enumerated in Article IX, Section 3A of the Party Constitution.

Section 2. No person shall be a Congressional District Party officer and a State Party officer at the same time.

Section 3. The chair shall preside at all State Central Committee, state convention and Executive Committee meetings, 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 incident to the office.

Section 4. All contracts obligating the State 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 Executive Committee, where applicable, as outlined below.

Any contract that is likely to obligate the State Party to an amount greater than \$5,000 during any calendar year (including multiple contracts with a single entity or person that in the aggregate could meet the \$5,000 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 Executive Committee. In addition, any contract with a term longer than one year must be approved by a majority vote of the Executive Committee.

No officer of the Party has the authority to guarantee a debt on behalf of the State Party in any amount without the prior approval of a majority of the 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 his/her successor, the deputy chair shall preside at all State Central Committee meetings and shall perform all other duties of the chair.

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 Executive Committee (at

least quarterly) and State Central Committee (semi-annually) for their examination and approval.

The Treasurer shall annually submit to the Chair and 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 Executive Committee.

The Treasurer must provide access to Party financial records and/or supporting transaction documents to current 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 candidates and encourage them to seek public office. No Party officer shall use his/her official position to promote pre-primary endorsement support or induce the candidacy of any individual by assuring Republican Party support prior to any endorsement by the convention which is representative of the entire electorate for the office.

Section 9. Officer terms: Starting in April of 2021, the terms of the officers will expire on December 31st in even numbered years. On January 1st of odd numbered years the terms of reelected or newly elected officers shall begin and they shall assume the role and duties of those positions. An Officer elected by State Central to fill a vacancy shall only serve the balance of the original term.

ARTICLE V -- Affiliates

Section 1. Any group meeting the qualifications and in accordance with procedures set forth in Article XIV, Section 2 of 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

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, Article 5, Section 3D) or by State law to cast his/her vote for a particular candidate on any ballot at the convention.

ARTICLE VII – BPOU, CD, Judicial District

The current constitution and bylaws of each congressional district, BPOU and judicial district shall be transmitted to the RPM Secretary during June of each year for the record.

ARTICLE VIII -- Emergency Authority

In the event of a declared Federal or State Emergency, all meetings and conventions for the Republican Party of Minnesota 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. If adopted, this rule shall be retroactive to all conventions and meetings held in 2020.

ARTICLE IX -- Amendments

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

Amended by the Republican Party of Minnesota State Central Committee – May 15, 2020

CURRENT AFFILIATES

- MN Federation of Republican Women
- MN Asian-American Republicans
- MN Somali-American Republicans
- Minnesota Young Republicans
- Republican Seniors
- Republican Liberty Caucus of Minnesota
- MORVets
- Republican Labor Affiliate