



Report and Findings of the Policy Sub-Committee on By-Law Violations

January 6, 2024, Meeting held at 1pm in Commerce Township MI Possible By-Law Violations

Submitted on January 8, 2024

Summary:

From the moment on December 16th, 2023 when Chairwoman Kristina Karamo posted the bylaws-compliant January 13, 2024 special meeting, all other special meetings - whether the December 27th or the rescheduled January 6th meeting - became NULL AND VOID. No amount of discussion, theories or conjecture can change that fact. And everything that came out of the unauthorized meeting on January 6th, 2024 is likewise NULL AND VOID.

This preliminary report also includes additional detailed examples of why the unauthorized January 6th meeting was invalid, deceptive and counter to the true Republican spirit of an open, transparent, deliberative process.

The January 6th, 2024 unauthorized meeting, and the manner in which it was conducted, disenfranchised elected State Committee members by deception and diversion, including misappropriating members' signatures, meant for one meeting, and one purpose, to a different meeting with a different purpose.

Proxies on the January 6th, 2024 unauthorized meeting were also illegitimately assigned to members without their knowledge or consent. They directed that proxy forms be sent to an unauthorized person in place of the elected Secretary of MIGOP. These tactics continued right up to the point where signatures were released in an email 47 minutes after their unauthorized meeting's scheduled start - leaving no time for the signatures to be verified, or for delegates who had been inappropriately proxied to consider getting to the meeting and participating.

The following report will show convincingly that the meeting that took place on January 6, 2024, was NOT an official, special meeting of the State Committee and should not be construed as such, regardless of participants' or media pronouncements.

Alleged Violations

1. Whether the meeting on January 6, 2024 was called in accordance to the bylaws

It was not!

The subcommittee finds that the controlling rule is Article VI B which states;

***Article VI 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.*

The finding is that one third of the members requested a meeting and that was presented to the Secretary on December 2nd, 2023. The chair called a meeting within 15 days by issuing the call on December 16th, 2023, for a meeting to occur on January 13, 2024 (notice attached).

The definition of call is a notice or announcement of an upcoming event such as, for example, the commonly used term in the political world “call to convention” can be “an invitation from the national party to the state... parties to convene to select a presidential nominee”
https://en.m.wikipedia.org/wiki/United_States_presidential_nominating_convention

There is no requirement to hold the meeting within 15 days, which, at any rate, would put an undue burden on members who must travel from all points in the State and during a Holiday Season. Since a call is an invitation and Chairwoman Karamo sent an email invitation to every member of the State Committee within the required 15-day period, she has met her only obligation under the Special Meeting rule Article VI B.

The members who called the January 6th meeting lacked the authority under the bylaws.

It is further noted that the Policy Committee Chair and the MIGOP Chair both explained in significant detail why the unauthorized meetings were invalid. Both communicated clearly to the members when and why the authorized meeting was scheduled and that the unauthorized meetings invalidly set for first December 27th, 2023 and later rescheduled to January 6th, 2024 could not lawfully conduct any official business of the Michigan Republican Party. Furthermore, it should be noted that the changes of the unauthorized meeting dates further confused members.

Following the unauthorized meeting of January 6th 2024, its defenders have advanced the notion that the Chair didn't state the purpose of the meeting, when, in fact she did, in the form of the detailed Agenda attached to her December 16th emailed notice regarding the January 13th, 2024 meeting.

These individuals have also claimed that the Chair had a duty, not stated in the Bylaws, to include their desired purpose(s) of the special meeting, even though it was disqualified by the inclusion of bylaw violations, including amendments to the Bylaws (not permitted unless the request for amendment have been sent to each member of the Policy Committee at least 30-days prior to the committee meeting, this was not done). Regardless of whether these individuals lay claim to the Chair's having not included their desired purpose of the meeting, the Bylaws prescribe no penalty for failure of the Chair to do so.

The only mention in the Bylaws of a requirement, the absence of which could result in someone other than the Chair calling a special meeting would be the Chairs failure to issue the call to special meeting in less than 15 days.

The request for a special meeting was received on December 2, 2023. On December 16, 2023 the Chair put out a called for a special meeting for January 13, 2024. The meeting was **CALLED** within 15 days of the request. **IT IS NOT** necessary that the meeting be conducted within 15 days...only **CALLED**.

2. Whether valid Quorum existed for the conduct of business

It did not!

The controlling rules are Article VI C & D.

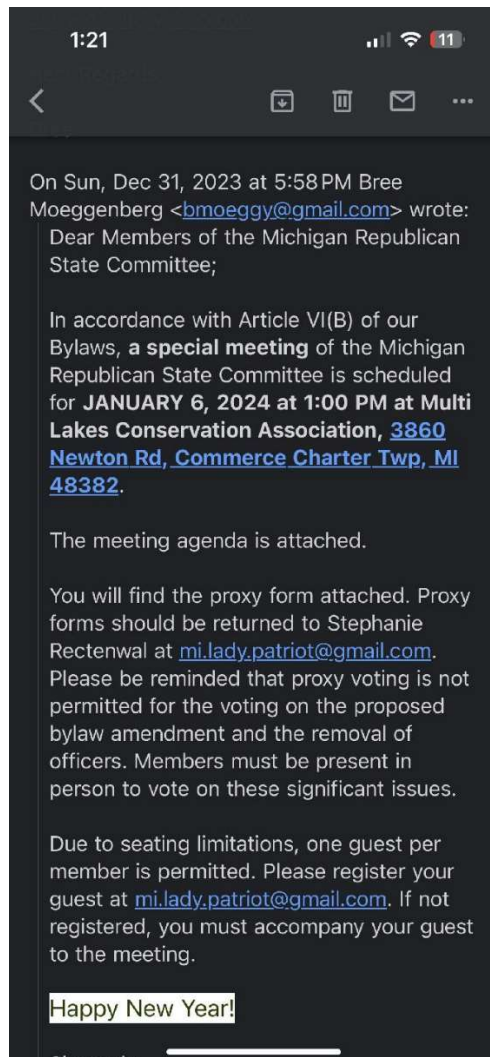
Article III (I) does permit the district chair to provide a proxy to fill the vacancy. However, pursuant to Roberts Rule of Order we must also examine the way proxies have been done by the State Committee.

Proxies are submitted to the MIGOP Secretary who then verifies that the person is an eligible voter from the district.

This was not done by the Secretary of MIGOP. No proxies were sent to the MIGOP Secretary and, as such, all proxies were invalid for establishing Quorum. The identity of the proxy and their status is to be verified by the MIGOP Secretary, not redirected to and usurped by another person - named Stefanie Rectenwal - without permission of the Michigan Republican Party. But this is in fact, what happened in a circumvention of the MIGOP process and violation not only of our bylaws but of the autonomy of our elected MIGOP Secretary and her position.

A usurpation occurred prior to MIGOP Secretary Gillessee being removed by the notice directing the proxies be sent to someone else. They were diverted to a non-recognized, unauthorized - Stephanie Rectenwal. See exhibit below.

MIGOP Secretary Gillessee would have had to verify the proxies first before they could achieve the quorum needed to remove her from her post as MIGOP Secretary.



It should be noted that the MIGOP Secretary has not received (as of the authoring of this document) the proxy forms, or the meeting minutes as required for a legitimate meeting which is further evidence that the actions are not legitimate.

The lack of any proxy being validly submitted renders there a lack of Quorum at the time the 45 voting members were present on January 6th, 2024.

Under Article VI- C Quorum is defined as:

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 **especially** set forth in these Bylaws.

This **exception** clause can **only** pertain to Article III section K- 1- see below:

*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)*

Once we read the sentence above, you must read the definition of quorum, which could be achieved with proxies assigned by district chairs, **except** when you are removing a member. **75% of all members must be voting in person.**

3. Whether there was signature compliance with Article IV (2) for removal of an officer

The rule states, the signatures were required to be filed with the secretary. Here are the findings:

Members who contacted the MIGOP Secretary prior to the meeting were informed no filing had been made.

The signatures were emailed at 1:49 on January 6th, 2024 by a person who is not a state committee member. The signatures were for a meeting called when the signatures had not been filed for the purpose of removing the chair. The stated time of the meeting start was 1 pm on January 6th, 2024.

The January 6th 2024 meeting commenced 15 minutes after the email the email was sent, and no signature verification was completed.

Signatures have been repudiated because they were collected for a December 27th 2023 meeting that was never conducted and as such the signatures were misappropriated and applied to this meeting without the consent of the signer. Three signers, Geyer Balog, Rylee Linting and Justin Marcus have recanted in a joint, January 6th email sent to all State Committee members.

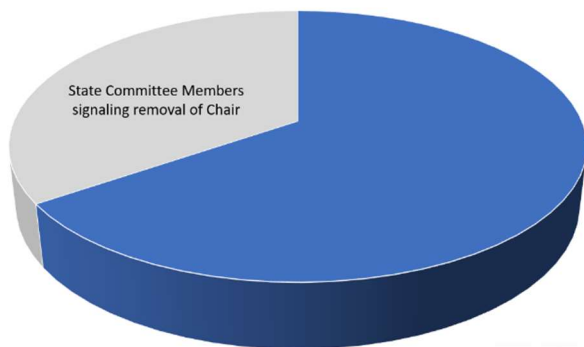
Secondly some of the signatures were obtained for the purpose of bringing the issue to a vote among State Committee members, and not necessarily in support of removal. Those members, because of the manner in which the signatures were submitted, were not present and able to participate in this deliberative process, which itself went forth with little to no discussion as to the pros and cons of removal.

This committee finds that this application of the signatures prevented members who were unwilling to support the resolution to remove chair Karamo but who, nevertheless wanted the matter brought to a resolution. The number of signatures acquired to reach the 50%+ threshold using this method was misleading and inconsistent with letter and intent of the bylaws.

Minimally, members did not consent to their signature being presented and therefore the unsanctioned January 6th, 2024 meeting lacked the 50% valid signatures necessary.

4. whether 37% of the state committee can overturn a convention of delegates

The coordinators of the unsanctioned meeting on January 6th 2024 claimed that 40 members of 45 present voted and that this super majority was sufficient to both amend the bylaws and remove officers. This represents 37% of the total voting membership of the state committee. It is this committee's conclusion that the letter and more importantly the intent of the Bylaws do not support the removal of any member with only 37% of the vote its member's.



It is the recommendation of the subcommittee that all actions taken on January 6th, 2024 are determined VOID AND INVALID for the reasons stated here in this report and will go from the Subcommittee to the Policy Committee, which will vote on whether or not to adopt this position prior to the validly called January 13, 2024 for meeting in Houghton Lake where the State Committee will be present to take these matters up.

It should further be stated that pursuant to the Heitmanis Doctrine, this is an intra-party matter and Court actions are not the remedy to the resolution of this action. It will be determined by the State Committee at the special meeting, which has already been called in accordance with the bylaws for resolving these issues.

Policy Sub-Committee Members

Viviane Cuenca – District 6

Barry Doherty - District 9

Daire Rendon – District 1

Joey Storer – District 8