

# **Saginaw County Republican Party Executive Committee**

## **Special Meeting to Elect 2023-24 Officers Monday, December 12, 2022**

Jim Conger led opening comments and introduction before nominating temporary chair verifying attendees are Executive Committee.

Invocation – led by Brian Forbes

Pledge – led by Kerry King

Attendance was verified by Eric Gladwish from the check in list.

Attendees – Martha Avina, Jim Flint, Jim Conger, Dane Couture, Mike Curtiss, Debra Ell, Brian Forbes, Suzanne Hall, Kathy Haney, Kerry King, Lynne Norman, Colleen Ribble, Duane Riha, Kathy Riha, Carol Storch, Kathleen Vasold, Warren Vasold, Austin Smith, Korina Tucker, Rick Riebschleger

Motion made for nomination of Jim Conger as temporary Chair for hosting the December 12, 2022 meeting. Motion was seconded. Motion was passed by majority hand count.

Jim Conger made opening comments for smooth meeting.

- Roberts Rules 3:3A Quorum is a majority of the entire body. Executive Committee has 34 members. Tonight we have more than half (18) and so we shall proceed.
- As per current County By-Laws, this is a “special meeting” that happens only every 2 years that gives the role to our new elected Executive Committee to meet to choose our next Officers.
- If there is any disruptive behavior that interrupts this meeting, you will be ruled “Out of Order” and the Chair of this meeting will instruct you to leave immediately.
- All meetings will be videotaped to preserve accuracy in the minutes of meetings. All meeting minutes will be first approved by Executive Committee then emailed to all delegates.
- All votes will be by Roll Call when your name is called, stand and give your vote.
- One vote, one person, no written proxy votes are permitted unless a legislator resides in Saginaw County. We currently have none.

Vote was presented to have one individual excluded from meeting since they are not on the Executive Committee. Hand vote passed and individual was asked to step out of meeting room.

Further stated other individuals to the right and left of Chair were not Executive Committee members as well. Nomination was made to have the temporary secretaries’ step out of the meeting room until voted upon for the 2023-2024 term.

A hand vote was made to have only Executive Committee delegates present. Vote passed.

Meetings are videotaped for transparency, minutes are to be approved.

Debra Ell – Commented on current situation that caused meeting confusion. The current elected Chair

is hosting a duplicate meeting and this was mentioned after this meeting was set.

**--- Secretaries were not present during this section of minutes and were compiled from recordings ---**

Motion was made to nominate Eric Gladwish as Treasurer. Motion was seconded. Vote passed by majority hand count.

Motion was made to make Austin Smith and Korina Tucker as temporary secretaries. Motion was seconded. Vote was passed by majority hand count.

**--- Secretaries were invited back to meeting to record meeting minutes ---**

Motion was made to nominate Curt Tucker as Chair for the 2023-24 year. Motion was seconded. Vote was passed by majority hand vote. ***Curt was invited into the meeting room.***

Motion was made to nominate Gary Ell for Vice Chair for 2023-24 year. Motion was seconded. Vote was passed by majority hand vote. ***Gary was invited into the meeting room.***

Jim Flint asked if we are now having 5 positions regarding having two secretaries.

Jim Conger asked about current by-laws limiting nominating only 1 secretary.

Attorney Dan Hartman was introduced by Jim Conger.

Attorney Dan Hartman opened with remarks regarding by-laws and that he helped with Macomb County GOP situation. Statute MCL 168.599 allows for election for additional positions. Some counties have a recording secretary and a membership secretary. Statue allows electing additional to fill 5 instead of the 4 positions that were filled tonight. Suggestion was made to amend by-laws as needed in February.

Jim Conger had remarks on benefits of having dual secretaries.

Eric Gladwish stated that secretaries are not Executive Committee members. They cannot vote or make motions.

Jim Conger also mentioned viewing by-laws and Jim Flint commented to make sure we are following by-laws.

Curt Tucker discussed benefit of having two secretaries to benefit record keeping. Having two secretaries allows for more transparency and smooth transaction if absence occurs.

Motion was made to nominate Austin Smith and Korina Tucker for secretaries. Vote by hand majority was passed for the 2023-2024 year.

**Document was sent to Korina to edit above minutes...Delete for final draft**

Jim Conger opened discussion of "Resolution to remove authority of former officers for neglect of duty, misconduct". Items that brought this to light were addressed. Currently elected treasurer did not vacate position. Tom Roy publicly resigned and Bob Anderson resigned temporary chair of convention

of the November 28, 2022 convention. Bob's position expired at end of convention

Dan Hartman – stated for minutes that under section 599.1 “Except as otherwise provided the section of executive committee may appoint officers. It considers proper to carry out the purposes of the committee, and may fill a vacancy in any of its offices”.

From MI [www.legislature.mi.gov](http://www.legislature.mi.gov).

*Sec. 599.*

*(1) In the year 1966 and every second year thereafter, the delegates to the fall county convention of each political party in each county in this state having a population of less than 1,500,000, shall convene at the call of the county chairperson within 20 days following the November election to select a number of persons equal to the number of county offices and state legislative offices for which candidates were nominated at the last 2 preceding fall primary elections, who, together with the persons most recently nominated by the party for each of those offices shall constitute the executive committee of their party for that county. When a new nomination is made for an office, the nominee for which is entitled to serve as a member of the executive committee, the new nominee shall replace the former nominee as a member of the executive committee. If a vacancy occurs in the position of delegate-appointed member of the executive committee, the remaining delegate-appointed members shall fill the vacancy. Except as otherwise provided in this section, the executive committee may appoint the officers it considers proper to carry out the purposes of the committee, and may fill a vacancy in any of its offices.*

Dan Hartman further discussed how transfer of Executive Committee to new coming Executive Committee transition. Official end date is December 31<sup>st</sup> of this year for serving roughly a 2 year term. Officers start term at the beginning of an odd year and end at December 31<sup>st</sup> of an even year. Statue controls over by-laws and statue says that officers can act on behalf of Executive Committee. To make it clear Dan stated “We are not a dictatorship, we are a parliamentary body”. As a political committee, are just like a convention that runs the county party.

Delegates by the state are to elect the Executive Committee. The Executive Committee as a body voted Chair to run meetings and is voted by committee. Meetings are called by chair but this is a situation where meeting was called and previous chair called another meeting after the 12/12/2022 meeting was announced. The 12/12/2022 meeting was voted by the executive committee and is allowed. The committee makes the decisions not the chairperson.

MI GOP by-laws do not dictate county party is ran by county as long as no conflict exists. There is one party that is given and is a permanent franchise that belongs to the people elected by the precinct delegates. Precinct delegates appoint Executive Committee at convention. As an Executive Committee it is allowed to change by-laws and remove a bad officer. Parliament makes decision. No secret ballots only open votes. Executive Committee represents body of county precinct delegates and should be transparent.

Few days remain for previous Executive Committee. Tonight's meeting nominates for starting Jan 1, 2023. We have rights to remove officers but rules are not clear. State rules are not clear. Treasurer is not present along with Chair. Books must be turned over at the end of the year. It is best to allow the term to be completed to provide a smooth transition. There is the potential to remove the treasurer and install a temporary treasurer. Two resignations are vacancies that can be filled to finish the term out.

Jim Conger asked about making a motion to fill vacancies tonight for the remainder of the year specifically vice-chair and secretary.

Attorney Dan Hartman proposed according to MCL 168.599 section 4, a vacancy can be filled for those that have resigned. A separate discussion should be held regarding removing treasury position but was suggested to allow the Treasurer to finish their term.

Janet has obligation to keep books safe and hand books over on January 1, 2023. It was also recommended with new Executive Committee to have a secure location for the books.

Gary Ell asked about censoring over misconduct.

Attorney Dan Hartman responded censoring requires notice and an opportunity for the person to respond. Not following this could lead to a foul of the fairness process.

Jim Conger stated that there is only 18 days left in term of treasurer and would not justify proceeding through the process.

Mike Curtiss - Point of question over Bob Anderson resigning as chair. There was no verification that he did resign. He resigned during convention by walking out. He is not present today and there is concerns over the duplicate meeting as noted. He has not officially resigned.

Jim Flint – motioned to fill Chair, Vice-Chair, and Secretaries to fill those positions for the remainder of the year. Motion was seconded.

Attorney Dan Hartman – Stated that clarification of vacancies need to be verified as vacant. Suggested to have a motion to amend only those that clearly resigned be filled.

Bob Anderson resigned temporary position that night of convention but not his fiscal responsibility.

Mike Curtiss voted to amend Jim Flint's motion to have newly voted vice chair, and secretaries to become permanent up to December 31<sup>st</sup>.

Debra Ell mentioned that we need to have materials returned to the Executive Committees from vacancies.

Attorney Dan Hartman stated that we should be clear that we are only voting on current vacancies.

Warren Vasold - discussion point regarding Bob Anderson's misconduct over the past term. Items brought up were if dues were not paid, they can't vote. Also there was concern over a \$500 check written to a democrat candidate.

Jim Conger commented that some of the information was hear-say. It was discussed that it was unlikely that Bob Anderson recreate his authority by the end of the month. Current slate of Chair, Vice-Chair and Secretaries take official duties as of tonight. Treasurer stays in position.

Attorney Dan Hartman - Authority to act - two vacant positions are allowed to be filled tonight. The other two positions are more controversial but can be acted on tonight. Non presence is an indication

of resignation. Suggestion is to wait 18 days. If serious misconduct can be on record and should be called in a week given notice and that they are being removed from their current positions. Executive Committee can decide tonight on resolution but prudent to give notice and have an opportunity to be heard.

Mike Curtiss – Motion to fill vacancies of Vice-Chair and Secretaries then discuss Chair and Treasurer after a separate discussion is conducted. Motion was seconded.

**Second Break point...Delete for final draft**

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Jim Conger restated motion for clarification. He suggested having discussion but waiting the 18 days to finish the term.

Vote on Jim's motion – Hand vote passed.

Susanne Hall - clarification that Bob Anderson still Chair. He still called meeting on Wednesday.

Mike Curtiss clarified that the newly elected Executive Committee voted to conduct the meeting on Monday and the second meeting is therefore overruled.

Dan Hartman – Verified that tonight's meeting is the lawfully conducted Executive Committee Meeting.

Debra Ell – Read motion for resolution. Document stated below:

***Resolution to Remove Authority of former Officers for Neglect of Duty,  
Misconduct***

***Saginaw County Republican Party Michigan By-Laws - "Termination" Section 4, Page 6: "The Executive Committee shall have the authority and power to terminate the membership of any member for failure to fulfill the duties and responsibilities delegated by these bylaws."***

*WHEREAS the former Saginaw County Republican Party Officers 2020-2022 BOB ANDERSON Chair, TOM ROY Vice-Chair, BILL AZELTON Secretary, JANET STONEY Treasurer abandoned their roles at Saginaw County Republican Party beginning at County Convention on November 28, 2022 by walking out before it began, removing all Party convention documents, ballots and credentials. Delegates were lied to when told that the officers would provide a ballot for voting and Republican guests waiting in line for 2 hours would be given credentials.*

*WHEREAS "Call to Convention" deadlines by MIGOP have been ignored. No venue for January Convention secured.*

*WHEREAS officers refused for 2 years to provide any financial records or minutes of meetings when asked by membership. No membership meetings were held for 3 months in a row.*

*WHEREAS officers used slander and libel in emails and Facebook posts to attack delegates*

*leading up to and on the day of convention. An Officer threatened a delegate's spouse and her job. Delegates are banned from the SCRП Facebook page.*

*WHERAS delegates were told before convention by the Chair "there is no money" yet they spent \$800 on a venue for convention when a larger one for \$250 was offered to them. No funds are transferred to new Executive Committee to secure a venue for January convention.*

*WHERAS membership dues are still being collected by the former Officers with no transparency of financial records.*

*WHERAS officers raised funds for a professed Democrat and donated \$500 of SCRП money without getting Executive Committee approval.*

**BE IT RESOLVED**

- *In the interim up to January 1, 2023, the newly elected Officers of the Saginaw County Republican Party will immediately replace the former Officers.*
- *All documents and funds will be immediately transferred to the new Officers elected tonight.*

Certified by SCRП 2023-24 Executive Committee on December 12, 2022

Jim Conger asked Attorney Dan Hartman to comment regarding Wednesday meeting over a quorum.

Attorney Dan Hartman clarified that this meeting was called then Bob Anderson moved the meeting to Wednesday. The Executive Committee voted to keep the meeting to Monday, December 12, 2022. This is a lawful meeting. Speaking to document if document is signed without objection then problems can potential defamation against those that sign the document. Safest decision is allowing a response from current Chair and Treasurer before elevating resolution. Executive Committee has the right to terminate officers but recommends having the other party present in a separate meeting if a resolution is elevated.

Jim Conger clarified current motion of resolution document.

Attorney Dan Hartman stated the Executive Committee is legally allowed to terminate and elect new officers. To elevate a resolution to a third party requires opportunity to be heard.

Mike Curtiss asked if we already addressed removing positions of previous officers and was confirmed.

Attorney Dan Hartman stated that document of resolution is not needed for termination of officers but to censure the document is needed. A notice is needed to allow a response if censure is proceeded.

Curt Tucker clarified that absence of meeting tonight was enough for termination of previous officers.

Jim Conger restated the justification of Executive Committee's ability to remove officers.

Kathy Riha, Point of Information, it was mentioned that treasurer is currently collecting dues.

Jim Conger stated the Treasurer has legal fiduciary responsibilities to conduct the elected position until

end of term.

Attorney Dan Hartman suggested best motion to get books is to allow term to end otherwise records may not be transferred. He stated some of the items that are transferred to a newly elected treasurer officer.

Curt Tucker suggested allowing Treasurer to finish term.

Suzanne Hall made a motion to remove Bob Anderson as current Chair and to allow Curt Tucker to assume responsibilities until end of year. At that point Curt Tucker will hold Chair for 2023-24. Motion was seconded and voted. Curt will take over next 18 days.

Gary Ell, Point of Information, can newly filled vice chair and secretaries vote on motions?

Attorney Dan Hartman clarified that secretaries and vice chair positions are not elected Executive Committee and serve ex officio. They cannot make motions and vote. Their duties are to conduct meeting responsibilities.

Duane Riha - Point of Information was made for clarification on current motion on table.

Attorney Dan Hartman stated as a body it is a political choice of making a record, if so, bring the individuals in for a hearing. If a permanent record is acted on, another meeting will need to occur for the other party to defend their case. Suggestion is to keep document and not escalate at this time.

Curt Tucker stated to make the clean break but note the document.

Attorney Dan Hartman restatement of permanent record needs a separate meeting.

Jim Conger suggested making clean break and not proceed with resolution of misconduct. There is only 18 days left.

Debra Ell, Point of Information, it is stated in party By-Laws on page 6 section 4 the Executive Committee shall have the authority of terminating of any member of executive if found guilty of felony, which is not the case, or regarding failure of filling duties. These are means of termination.

Jim Conger suggested that document is signed but not elevated to state leaders. Curt is now recognized as official chair. Let previous chair know he no longer has authority over the GOP.

Attorney Dan Hartman stated a letter needs to be modified as an invitation to rebuttal complaint. Notice should be sent to person being removed. The issue is complicated. In signing the document, it can cause some unnecessary personal liability.

Jim Conger stated that the motion be modified, so it is just removing Bob Anderson as Chair moving forward.

Dan Hartman restated that resolution should not be signed and reworded in a clear notice to allow an invitation to defend themselves.

Suzanne Hall is concerned over proceeding with current resolution.

Jim Conger stated Bob Anderson was aware of Monday's meeting and made a decision to announce a meeting on Wednesday.

Eric Gladwish stated a motion needs to be rescinded and amended.

Debra Ell made a motion to rescind resolution and to dismiss officers.

Motion made to end discussion. Motion was seconded.

Motion made to remove Bob Anderson. Vote by hand majority was passed.

Motion to make Curt interim for remainder, vote by majority passed.

Jim Conger stated the treasurer has legal obligation to produce records at end of elected term. Voting to remove may complicate the means to getting the treasury records.

Mike Curtiss restated obligations of current treasurer.

Attorney Dan Hartman stated that by removing treasurer can complicate getting records and other financial information. Legal advice was given to direct treasure to restrain from further financial transactions.

Personal input was given on treasurer.

Curt Tucker is concerned over financial transactions that may have been issued without approval.

Debra Ell stated the by-laws of treasurer and it allows inspection of records.

Curt Tucker and the new treasurer are to send her the (current treasurer) notice to finish duties and prepare to transition by the December 28, 2022.

Jim Flint, Point of Information, once records are turned over on December 31, 2022 can she be held responsible for misconduct? There are concerns raised on previous turnover of unpaid bills or fines.

Attorney Dan Hartman stated good practice is to call another county to see if any expenses are to be expected within the next 18 days. Non removal compels current officer to file final reports.

Mike Curtiss, Point of Information, asked if a motion should be made to assign members to meet with treasurer to transition and also give a deadline of all records of past 2 years to be turned over on or before the 28<sup>th</sup> of December 2022. Incoming Chair and incoming Treasurer to assume this duty.

Debra Ell should there be an inspection done on these books?

Jim Conger suggested a request to give until Friday of this week possible.

Curt Tucker asked if meeting with the treasurer can be videotaped.

Jim Conger stated that legally it cannot be videotaped unless in a public forum setting when meeting



with the treasurer.

Motion to make contact of the treasurer by newly elected Chair and incoming treasurer and to allow her to finish her term was made and seconded. It was suggested to make contact this week.

Voted by hand majority and passed.

Final remarks were said from Jim Conger.

Comments were presented by Curt Tucker on his upcoming duties and a prayer was said.

A motion to adjourn was made. Motion seconded.

Meeting Adjourned.