

CONTINUING BYLAWS OF THE REPUBLICAN PARTY of ARIZONA

The object of the Republican Party of Arizona shall be to conduct the activities of the Republican Party of Arizona, to promote Republican principles and policies, and to support the election of Republican candidates in national, state, and local elections. The Party acts in affiliation with the Republican National Committee (RNC), the Rules of the RNC, and the RNC platform. The Party is organized under the authority of the Arizona Revised Statutes.

Article I — DURATION AND METHOD OF AMENDMENT

A. Duration of Bylaws

These bylaws shall become effective on the date they are adopted and shall continue in effect for the government of present and future state committees subject to amendment in accordance with this article.

B. Method of Amending Bylaws

An amendment to these bylaws may be proposed at any meeting called in accordance with these bylaws. A copy of the proposed amendment together with a statement explaining the purpose to be achieved and the reasons in support thereof shall be mailed to each member by the secretary with the notice of call for that meeting. A two-thirds vote of the members present in person or by proxy shall be necessary to pass any motion to amend.

C. Applicability of Bylaws

These bylaws apply fully to the county committees of the Republican Party of Arizona. County bylaws may not conflict with these bylaws.

D. Compliance with State Law

These bylaws may not conflict with Arizona State law as set forth in the Arizona Revised Statutes.

Article II — MEMBERSHIP

A. Election

The State Committee of the Republican Party of Arizona shall consist, in addition to the chairmen of the several county committees, of one member of the county committee for every three members of the county committee elected pursuant to ARS 16-821. These state committeemen shall be elected for a two- year term at the statutory meeting of the county committee's elected membership. In counties of 500,000 or more population, state committeemen posts shall be allocated proportionately to the numbers of elected precinct committeemen in each legislative district.

B. Vacancies

In addition to vacancies created by death or resignation, in counties with populations of less than 500,000 persons, a vacancy shall exist in the state committee when a member moves from the county from which he/she was elected. In addition to vacancies created by death or resignation in counties with populations of 500,000 or more persons, a vacancy shall exist in the state committee when a member moves from the legislative district from which elected. In addition to the vacancy in the office of a PC as set forth in the Bylaws, pursuant to the provisions of title 16, Section 821-B, a vacancy shall be as set forth in title 38, section 291. A vacancy shall also be as set forth in A.R.S. 16-822(D).

No party official shall recommend a person to fill a vacancy in the state or a precinct committee who has, during the previous year, (i) donated to any general election candidate for public office other than a Republican, (ii) volunteered for such a candidate, or (iii) made public statements advocating for the election of such a candidate. This paragraph shall not apply if there is no Republican nominated as a general election candidate.

C. Filling of Vacancies

The state chairman shall appoint a replacement for a vacancy in the office of state committeeman with the advice and consent of the county chairman of the county in which the vacancy occurred. In counties with populations of 500,000 or more persons, such appointment shall also require the advice and consent of the district chairman of the district in which the vacancy occurred. All state committeeman vacancies shall be filled by an elected precinct committee person who resides in that district or county where vacancy occurred.

Article III — MEETINGS 1. Notice

The chairman of the state committee shall cause notice of the time, place, and proposed rules of *any meeting* of the state committee (statutory, mandatory, or otherwise) to be mailed by United States mail to each state committeeman at least ten days before the date of the meeting. If the state committeeman has provided a valid email address and has authorized the chairman to give notice to the state committeeman by email instead of by United States mail, the chairman of the state committee shall provide notice of the meeting by email at least ten days before the date of the meeting.

A. Statutory Organizational Meeting

The statutory organizational meeting shall convene no earlier than ten days after the last county statutory meeting and no later than the fourth Saturday in January in each odd-numbered year. At the meeting, the state committee shall organize itself by electing from its membership a chairman, a secretary, and a treasurer and shall transact such other business as may properly come before it.

B. Mandatory Meeting

The mandatory meeting of the state committee shall be held in January of each of even-numbered year to receive reports of officers, to elect non-statutory officers, and to conduct such other business as may properly come before the meeting.

C. Special Meeting

Special meetings may be held at any time.

1. A written call issued by the state chairman, or signed by 20% or more of the members of the state committee representing at least nine counties, or signed by 40% of the voting members of the executive committee; and
2. The call and notice must contain the time and place of the special meeting and the object or objects thereof.

Any call must be delivered to the secretary at least thirty days before the date of the proposed meeting. In the event of a call issued by members of the state committee or of the executive committee, the secretary shall immediately notify each person or group who may be threatened by the object of the meeting and give them ten days to inspect the call and challenge any questionable signatures. If at the expiration of such time, the required number of qualified signer's remains, the secretary shall send notice of the call.

No business other than that stated in the notice of call shall be transacted at a special meeting.

D. Quorum

One third of the members of the state committee must be present in person or by proxy and representing at least eight counties in order to constitute a quorum for any meeting. If a quorum shall fail to attend at the time and place fixed for any meeting, a majority present in person or by proxy may adjourn the meeting from time to time without notice other than an announcement at the meeting until a quorum shall be present, at which time any business may be transacted at the original meeting.

E. Proxies

At all meetings of the state committee members shall be entitled to vote in person or by proxy given to a qualified Republican elector of the county, congressional district, and in counties of 500,000 or more population, legislative district where member resides. Every proxy shall be attested by a notary public or two witnesses other than the principals. A proxy shall be in effect for only the meeting for which it is given. A proxy shall be in substantially the same form as at the Appendix.

F. Manner of Voting

In every ballot the votes shall be counted individually. A roll call vote shall be taken on the demand of 10% of the members present in person or by proxy. No voting by unit rule shall be permitted. On any vote utilizing a written ballot, the resulting vote count (Teller's Report) shall be read to attendees and included in all copies of the minutes.

Any election shall require paper ballots or a paper ballot backup should electronic or online voting be used as the primary method. The paper ballots should provide an auditable trail and result. Paper ballots and paper ballot backups shall be preserved for 6 months. Challenges to elections shall be initiated within 10 calendar days of the ballot. Challengers shall be permitted in-person inspection of the paper ballots and paper ballots backups. In-person inspection shall be conducted in the presence of two observers. One shall be selected by the challenged party and one shall be selected by the challenger.

G. Order of Business

1. Parliamentary Practice

Robert's Rules of Order shall govern the conduct of all meetings of the state committee when they are not inconsistent with these bylaws.

2. Statutory Meetings

Unless otherwise determined by the Chairman, the order of business for statutory organizational meetings shall be:

- (a) Call to Order,
- (b) Invocation and Pledge of Allegiance,
- (c) Program (Speakers and committee reports may be scheduled to accommodate their schedules and to fill gaps, such as waiting for ballot counts, in the meeting.),
- (d) Credentials Committee report and declaration of quorum,
- (e) Rules Committee report,
- (f) Treasurer's report,
- (g) Election of statutory officers,
- (h) Congressional district caucuses to elect state executive committee members,
- (i) Other business, and
- (j) Adjourn.

3. Mandatory Meeting

Unless otherwise determined by the Chairman, the order of business for mandatory meetings shall be:

- (a) Call to order,
- (b) Invocation and Pledge of Allegiance,
- (c) Program (Speakers and committee reports may be scheduled to accommodate their schedules and to fill gaps, such as waiting for ballot counts, in the meeting.),
- (d) Credentials Committee report and declaration of quorum,

- (e) Rules Committee report,
- (f) Reports of officers including treasurer,
- (g) Election of non-statutory officers,
- (h) Other business,
- (i) Adjourn.

4. Special Meetings

The order of business for special meetings shall be:

- (a) Call to order,
- (b) Invocation and Pledge of Allegiance,
- (c) Proof of proper call of the meeting,
- (d) Credentials Committee report and declaration of quorum,
- (e) Rules Committee report,
- (f) Business as stated in the call,
- (g) Adjourn.

H. Resolutions

1. Resolutions Committee

The state chairman shall appoint a resolutions committee for each statutory organizational and mandatory meeting. The committee shall consist of one member from each county with population under 500,000 and one member from each legislative district in counties with populations over 500,000; each recommended by the respective county or district chairman.

2. Procedures

Proposed resolutions, other than memorial, may be no more than 250 words long and must be submitted 45 days before the scheduled state party meeting in order to be considered by the resolutions committee. The title of the resolution shall not count towards the 250 limit. The committee may initiate, recommend, modify or reject any resolution or resolution title. Since the committee's purpose is to give the full assembly the benefit of its complete debate and mature judgment, motions to table or to close or limit debate will not be allowed. All resolutions submitted to the committee shall be sent with the committee's recommendations and vote count to each state committeeman with the notice of call of the meeting.

3. Memorials

Resolutions memorializing deceased individuals may be submitted to the state chairman or executive director at any time.

4. Floor Resolutions

Any resolution may be brought to the floor of any state committee meeting if it is sponsored by at least 20% of the state committeemen present in person and who represent at least four

counties. Each such resolution, unless previously submitted to the resolutions committee and included with the call, must be submitted in sufficient copies for all state committeemen present in person.

Article IV — OFFICERS

A. List of Officers and Terms of Office

1. Statutory Elective Officers

Chairman, secretary, and treasurer: two-year terms beginning and ending at statutory organizational meeting.

2. Non-Statutory Elective Officers

First, second, and third vice chairman; assistant secretary; assistant treasurer; sergeant at arms and assistant; two-year terms beginning and ending at mandatory meeting.

3. Appointive Officers

The state chairman shall appoint a chaplain, finance chairman, general counsel, registration chairman, education chairman and such other officers, as may be helpful from time to time: all to serve at his pleasure. Officers shall hold office for the term specified and until their successors are qualified unless sooner removed as provided in these bylaws.

B. Qualifications for Elective Office

Elected officers of the state committee and elected members of the executive committee from the congressional districts shall, at the time of their election be members of the state committee. In the choice of persons for office, there shall be no discrimination because of sex, race, creed, color, age, religion or national origin.

C. Method of Electing Officers

1. The statutory elective officers of the state committee and members of the executive committee from the congressional districts shall be elected at the statutory organizational meeting. The non-statutory elective officers shall be elected at the mandatory meeting of the state committee. Election shall be determined by the majority of the members of the state committee present and voting either in person or by proxy or, in the case of an executive committee member from a congressional district, by a plurality of the members of the state committee present and voting at the district caucus, either in person or by proxy. The Chairman may adopt new technologies to improve voting methods with the advice and consent of a majority of the State Committee at a meeting where a quorum is present. The Chairman shall also ensure that any voting method employed include a paper ballot backup to facilitate recounts and guarantee transparency.

2. Prior to the statutory organizational and mandatory meetings, the state chairman shall appoint a nominating committee and chairman thereof to recruit candidates for statewide party offices. The nominating committee shall meet before the call is issued the report of the nominating committee shall be included in the call of the meeting. This report shall not preclude nominations from the floor.

D. Removal of Officers

An elective officer of the state committee may be removed at any time by a vote to that effect by the membership of the state committee, but an elective officer may not be removed at a special meeting unless his/her proposed removal is set forth in the notice of the call of the meeting as one of the items of business of such meeting. Appointive officers shall serve subject to the pleasure of the state chairman.

E. Filling of Vacancies

In case of a vacancy in an elective office of the state committee or a member of the executive committee from a congressional district and if the elected assistant is unable to serve per Article IV-F7, the state chairman shall, with the advice and consent of the executive committee, appoint a successor who shall serve until the next meeting of the state committee when a successor shall be elected to serve the unexpired term, if any. In the case of a vacancy in the office of the state chairman, unless a statutory or mandatory meeting is scheduled within 90 days, the first vice chairman shall call a meeting of the state committee within 45 days to elect a new state chairman.

In case of a vacancy in the office of the National Committeeman or National Committeewoman, each congressional district shall select a representative to serve on the Nominating Committee. This committee shall be chaired in the case of the National Committeeman vacancy, by the National Committeewoman; or in the case of the National Committeewoman vacancy, the National Committeeman. The Nominating Committee will review all candidates to ensure that they meet requirements for precinct committeeman and state committeeman. The Nominating Committee will recommend the two (2) candidates best qualified to hold the vacated office to the State Executive Committee. The State Executive Committee will elect one of the two nominees, with a majority being required, at the next scheduled State Executive Committee meeting, to complete the term of the vacated office. There will be no nominations from the floor.

F. Duties of Elective Officers

1. Chairman

The state chairman shall be the recognized leader of the state party and, in cooperation with the county chairmen, shall coordinate statewide party activities. The chairman shall preside unless he/she shall designate a member of the State Committee preside in his/her stead. The chairman shall appoint all committees officially and shall have such usual powers of supervision and management as may be required for the effective functioning of the state party headquarters and staff or as shall be assigned to him/her by the state committee. In

cooperation with the elected State Republican Party Treasurer, the Chairman shall prepare a budget for each calendar year and submit such budget to the Executive Committee for approval. The Chairman will also be an authorized signer on all State Party bank accounts and have final approval on all proposed budget expenditures. The Chairman shall submit a monthly-itemized statement of reasonable out-of-pocket expenses required in the performance of duties as Chairman, as set forth in the annual budget. Expenses that exceed the amount budgeted in any line item in excess of \$10,000.00 shall be reported to the executive board within 5 business days.

2. Secretary

The secretary shall keep minutes of all state committee and executive committee meetings, transmit all calls for the meetings, and perform such other functions as may be incidental to the office or assigned by the state chairman. He/she shall be responsible to preserve all permanent records of the state committee and relinquish them to his/her successor.

3. Treasurer

The treasurer shall receive all monies provided for the state committee, be custodian of the funds received, and disburse same upon order of the state chairman. All checks shall be signed by the treasurer or his/her appointed representative and countersigned by the state chairman or his/her appointed representative, who shall not be the treasurer's representative. The treasurer shall present an annual report to the state committee and periodic reports to the chairman and the executive committee at such times as they may designate. All persons authorized to sign checks on any state committee shall be bonded for at least \$100,000. The treasurer's records shall be audited or reviewed by a disinterested certified public accountant whenever the chairman or treasurer leaves office, before each statutory meeting, and at such times as the chairman or the executive committee require. The Treasurer shall preserve all permanent financial books of records, All State Party Bank accounts along with all supporting documents and relinquishing those records to his/her successor within 5 business days following the election.

4. First Vice Chairman

The first vice chairman shall perform such duties as the state chairman may assign and, in the state chairman's absence or in the event of a vacancy in that office, shall perform the duties of the state chairman until a successor has been elected.

5. Second and Third Vice Chairman

The second and third vice chairman shall perform such duties as the state chairman may assign and, should the occasion arise, shall perform the duties of the next higher officer.

6. Sergeant at Arms

The sergeant at arms shall attend all state committee's meetings and maintain order under the chairman's direction.

7. Assistant Secretary, Treasurer, and Sergeant at Arms

In the absence of the secretary, treasurer, or sergeant at arms, or in the event of a vacancy in any of these offices, the elected assistant shall perform the duties of the office.

G. Duties of Appointive Officers

1. Chaplain

The chaplain shall, at the opening of each meeting, invoke Divine guidance of the proceedings. The chaplain need not be a member of the state committee.

2. Finance Chairman

The finance chairman shall raise funds for the party. The finance chairman need not be a member of the state committee. He/she shall disburse no funds.

3. General Counsel

The general counsel shall advise the chairman and the committees on all legal matters. The general counsel of the Republican Party of Arizona shall coordinate statewide litigation and legal strategy to protect the interests of the Party, its nominees, and elected officeholders. The general counsel of the Republican Party of Arizona shall oversee any outside counsel and may represent the Republican Party of Arizona in litigation with approval of the chairman (or first vice chairman in the event of the chairman's absence or the vacancy of the office of chairman). The general counsel need not be a member of the state committee.

4. Registration Chairman

The registration chairman, or coordination with the county registration chairman, shall develop a statewide registration organization and implement programs to maximize Republican registration. The registration chairman need not be a member of the state committee.

5. Education Chairman

The education chairman, in coordination with the county education chairman, shall provide an appropriate manual and ensure that all precinct committeemen are properly trained.

6. Technology Chairman

The technology chairman shall be responsible for helping to maintain the Republican Party of Arizona Web site, helping to determine which technologies will be used by the Republican Party of Arizona and help to ensure that all counties and legislative districts have a web presence and shall perform such duties as assigned by the Chairman.

7. Parliamentarian

The parliamentarian shall advise the chairman and the committees on all parliamentary matters and act as parliamentarian at all meetings of the state committee and executive committee. The parliamentarian need not be a member of the state committee.

Article V — COMMITTEES

A. Executive Committee

The executive committee of the state committee shall consist of the elected officers of the state committee, the national committeeman and committeewoman, the chairman and first and second vice chairman from each county, three members at large from each congressional district, and the president/chairman of each nationally recognized Republican auxiliary organization with at least 2,000 dues-paying members in the state. The state chairman shall chair the executive committee. The executive committee shall approve the annual budget and review and counsel the state chairman on all programs relating to the state party. The executive committee shall meet at least three times each year.

The state chairman may appoint non-voting members of the executive committee. A quorum for the executive committee shall be one-third of its voting members present in person and representing at least eight counties. If a quorum shall fail to attend in person at the time and place fixed for the executive committee meeting, a majority present in person may adjourn the meeting from time to time without notice other than an announcement at the meeting until a quorum shall be present, at which time any business may be transacted which might have been transacted at the original meeting.

B. Finance Committee

The finance committee shall include at least one representative from each county, appointed by the state chairman with the advice and consent of the county chairmen, and such other members as the state chairman shall appoint in consultation with the state finance chairman. Such representatives need not be members of the county or state committees. The finance committee shall assist the finance chairman in raising funds for the Party.

C. Other Committees

The state chairman may appoint such other committees as may be desirable from time to time.

Article VI — STATE CONVENTION

A. Call

When the national committee issues the call for a national convention, the state chairman shall cause the call for a state convention to be published as provided by the rules adopted by the national committee and these bylaws. The call shall announce the apportionment of

delegates and alternates by county; prescribe the date, time, and place of the state convention; and state the purpose as including the election of delegates and alternates to the national convention, both at large and representing congressional districts, and the election of the national committeeman and committeewoman.

B. Delegates and Alternates to State Convention

There shall be one delegate and one alternate from each county for each 1,000 registered Republicans, or major fraction thereof, as of December 31st immediately preceding the state convention. Delegates and alternates shall be duly qualified Republican electors of their respective counties. The delegates and alternates to each congressional district caucus shall be the delegates and alternates from such congressional district to the state convention. There shall be no proxies for either delegates or alternates. Alternates shall serve in the order certified by the respective counties.

C. Election of Delegates and Alternates to State Convention

Delegates and alternates elections shall be held no later than twenty days before the state convention. Only precinct committeemen of record as of December 31st immediately preceding the state convention are eligible to vote at the county and/or district caucuses. Notice shall be mailed to each precinct committeeman at least ten days before such meetings. In counties of less than 500,000 population, delegates and alternates shall be elected at meetings of the respective Republican county committees. In counties of 500,000 or more population, delegates and alternates shall be allotted proportionately by Republican registration and elected in each legislative district. For example, in counties of 500,000 or more population, a precinct committeeman can only be elected from his own district. He is not eligible to be elected from another district. When reapportionment occurs during a presidential election year, the twenty and ten day periods set forth above shall be shortened if necessary to comply with A.R.S. 16-823 (E). If, pursuant to A.R.S.16-823 (E), the district organizations in effect before passage of the reapportionment legislation continue to function along with the new district organizations created in accordance with A.R.S. 16-823 (D), only those delegates and alternates elected from the district organizations in effect before passage of the reapportionment shall be eligible to vote at the state convention.

D. Election of Delegates and Alternates of National Convention

Each congressional district caucus shall elect delegates and alternates pursuant to the national call. Each alternate within the district shall be listed and serve in an order determined by the number of votes received or, in case of a tie, by lot. The state convention shall then elect delegates and alternates at large pursuant to the national call. The at-large alternates shall be listed and serve in an order determined by the number of votes received or, in case of a tie, by lot.

E. Order of Business

Unless otherwise determined by the Chairman, the following order of business shall be observed:

1. Call to order,
2. Invocation and Pledge of Allegiance,
3. Program (Speakers and committee reports may be scheduled to accommodate their schedules and to fill gaps, such as waiting for ballot counts, in the convention.),
4. Credentials Committee report and declaration of quorum,
5. Rules Committee report,
6. Congressional district caucuses,
7. Congressional district reports,
8. Election of at large delegates and alternates,
9. Election of national committeeman and committeewoman,
10. Other business,
11. Adjournment.

F. Resolutions

1. Resolutions Committee

The state chairman shall appoint a resolutions committee for each state convention. The committee shall consist of the one member from each county with population under 500,000 and one member from each legislative district in counties with population over 500,000; each recommended by the respective county or district chairman.

2. Procedures

Proposed resolutions, other than memorial, may be no more than 250 words long and must be submitted 45 days before the scheduled state convention in order to be considered by the resolutions committee. The committee may initiate, recommend, modify, or reject any resolution. Since the committee's purpose is to give the full assembly the benefit of its complete debate and mature judgment, motions to table or to close or limit debate will not be allowed. All resolutions submitted to the committee shall be sent with the committee's recommendation and vote count to each delegate and alternate delegate with the notice of the call of the state convention.

3. Memorials

Resolutions memorializing deceased individuals may be submitted to the state chairman or executive director at any time.

4. Floor Resolutions

Any resolution may be brought to the floor if it is sponsored by at least 20% of the delegates in person and who represent at least four counties. Each such resolution, unless previously

submitted to the resolutions committee and included with the call, must be submitted in sufficient for all delegates.

-END-

Appendix

OFFICIAL PROXY

KNOW ALL MEN BY THESE PRESENTS:

That I, _____, the undersigned State Committeeman in Congressional District _____, *Legislative District _____, and _____ County, State of Arizona, do hereby constitute and appoint

(Print name of person attending meeting)

(Print address of the appointee)

A registered Republican and qualified elector in the same Congressional District _____, *Legislative District _____, and _____ County, State of Arizona, my attorney-in-fact and proxy to vote in my name and stead, at the scheduled _____ meeting, of the Republican State Committee to be held on (date) _____ at (time) _____ at the(location) _____, for the transaction of any and all business that may properly come before the meeting, and I do hereby approve, ratify and confirm all of the acts of my said proxy.

WITNESS my hand this _____ day of _____, 20____, ,

Member of the Republican State Committee of Arizona

NOTE: The signature of the state committeeman shall be witnessed by two individuals other than the two principals **OR** attested to by a Notary Public.

Witness – signature

Witness – signature

Witness – print name

Witness – print name

Witness – phone number

Witness – phone number

(OR)

STATE OF ARIZONA)
COUNTY OF _____)

This instrument was acknowledged before me this _____ day of _____, 20____,

Notary Public

My Commission Expires:

*Counties of at least 500,000 population only.