

CONTINUING BYLAWS OF THE PIMA COUNTY REPUBLICAN COMMITTEE

ARTICLE I - AUTHORITY

The Pima County Republican Committee ("County Committee") exists under and by virtue of the Arizona Revised Statutes. These Bylaws shall not conflict with State Law and shall establish a working organization and the governance thereof by the County Committee.

ARTICLE II - COUNTY COMMITTEE

Section 1. County Committee. The County Committee consists of all Republican Precinct Committeemen within Pima County, elected or duly appointed as provided for in the Arizona Revised Statutes.

Section 2. Term of Office. The term of office for a Precinct Committeeman, elected to the County Committee in the Primary, shall begin on the second day following the General Election. The term of office for Precinct Committeemen who are appointed begins on the date of appointment by the Board of Supervisors. The term for all Precinct Committeemen shall end on the first day following the General Election.

Section 3. Vacancy in the Office of Precinct Committeeman. Where there are new or existing vacancies in the office of Precinct Committeeman, the District Chairmen shall be requested to submit qualified Precinct Committeeman applications to the County Chairman. The County Chairman shall, within ninety (90) days after receiving such application(s), either 1) submit any such application(s) approved by him/her to the Board of Supervisors for consideration and appointment pursuant to the criteria set forth in the Arizona Revised Statutes, or 2) return any remaining application(s) to each appropriate District Chairman with a statement of why each returned application was not approved and submitted.

In the event a District Chairman fails to provide sufficient qualified applications to the County Chairman to fill all vacancies, and the vacancies exist for a period in excess of ninety (90) days, the County Chairman may independently submit qualified applications to the Board of Supervisors for consideration and appointment; however the County Chairman shall submit copies of each such application to the appropriate District Chairman at least ten days before submitting such applications to the Board of Supervisors; this notice may be waived for any application on written approval from the appropriate District Chairman.

ARTICLE III - DISTRICT ORGANIZATION

Section 1. Definition of Associated Legislative Districts. A Legislative District, which has a plurality of its voters registered and residing within Pima County, is deemed an Associated Legislative District of the Pima County Republican Committee.

Section 2. Membership. Each Associated Legislative District Committee consists of the Precinct Committeemen residing in the District.

Section 3. Position on the Executive Committee. The Chairman of each Legislative District Committee of an Associated Legislative District represents his/her Precinct Committeemen as the district's representative on and an ex officio voting member of the Pima County Executive Committee. In the event that the office of Chairman is vacant, or the Chairman is excluded from Executive Committee meetings, the First (or highest remaining) Vice-Chairman of the Legislative District Committee shall be recognized as the Legislative District's representative on and ex officio voting member of the County Executive Committee.

Section 4. Election and Vacancy. Each District Committee will elect a Chairman, at least two Vice-Chairmen, a Secretary and a Treasurer as required by the Arizona Revised Statutes and by the district's bylaws if it has them.

In the event that the office of District Chairman of an Associated Legislative District is vacated for any reason, and if the District has no bylaws, or if its bylaws do not provide a procedure for filling such a vacancy, within sixty (60) days of the vacancy, the County Chairman may assist such District by calling a meeting of all elected and duly appointed Precinct Committeemen in that District to elect a new District Chairman.

Section 5. Convention. If a district has no established procedure for responding to a convention call, it may use the following traditional procedure:

a. When the Legislative Districts receive the call from the State Committee for State and Congressional Conventions, each District Chairman shall promulgate the call for such Legislative Convention. The call shall include the date, time and place of the District Convention, and shall state the purpose as including the election of Delegates and Alternates to the State Convention. It shall also include the appointment of Delegates and Alternates for the District, for the State Convention.

b. Delegates and Alternates shall be elected at the District Meeting. Such meetings are to be held no later than twenty (20) days prior to the date of the State Convention. Notice of such meetings shall be sent to each Precinct Committeeman of each District at least ten (10) days before such meeting. No proxies are allowed at the Legislative District Conventions.

Section 6. Pima Precinct Committeemen not in an Associated Legislative District. Pursuant to Arizona Revised Statutes, each Precinct Committeeman residing within Pima County is a member of the Pima County Committee whether or not he/she resides within an Associated Legislative District. The County Chairman, or his/her designee, shall represent the interests of those Pima County Precinct Committeemen not residing within an Associated Legislative District on the Pima County Executive Committee. The County Chairman, or his/her designee, shall perform the duties normally associated with a District Chairman on their behalf, such as calling meetings of the Precinct Committeemen in each such District to nominate state committeemen or to elect delegates to the state convention. At their option, such Precinct Committeemen may nominate (1) a different member of the Executive Committee to represent them, or (2) one of their own number to represent them and request that the County Chairman appoint that person as a non-voting member of the Executive Committee, per Article IV, Section 4.

Section 7. Interim District Reorganizational Meetings. To assist the Associated Legislative Districts in reorganizing following the establishment of new legislative districts after redistricting, the County Chairman may, within 30 days of the formal constitution of the new legislative districts, call an Interim District Reorganizational Meeting for any associated Legislative District that has no governing District Committee. The purpose of such a meeting shall be solely to facilitate the election of an Interim District Chairman. Following such election, the Interim District Chairman shall call and conduct the District's re-organizational meeting as required by law. Such a statutory re-organizational meeting should be held as soon as practicable following the election of the Interim District Chairman, and may be held immediately following the election of the Interim District Chairman if so stated in the County Chairman's call to meeting.

ARTICLE IV - EXECUTIVE COMMITTEE, OFFICERS, MEMBERS-AT-LARGE

Section 1. Executive Committee. The Executive Committee shall consist of the Officers and Members-at-Large of the County Committee and the ex officio members representing each Associated Legislative District. The Executive Committee shall have the authority and responsibility for the official policy of the County Committee.

Section 2. Officers and Members-at-Large. The elected Officers of the County Committee shall be a County Chairman, 1st Vice-Chairman, 2nd Vice-Chairman, 3rd Vice-Chairman, 4th Vice-Chairman, Secretary, and Treasurer. In addition, there shall be five elected Members-at-Large. Any Officer or Member-at-Large must be a member of the County Committee.

Section 3. Election. The Officers and five (5) Members-at-Large shall be elected at the Statutory Organizational Meeting for a two-year term. Members-at-Large shall be those five (5) candidates who receive the highest number of votes for Member-at-Large. No one may be a candidate for more than one position on the same ballot.

Section 4. Appointment to Executive Committee. With the consent of a majority of the Executive Committee, the County Chairman may appoint other non-voting members to the Executive Committee. Such an appointed member shall serve at the pleasure of the County Chairman and Executive Committee, and his/her term will expire no later than the end of the term of the County Chairman who appointed him/her.

Section 5. Vacancy. A vacancy in the office of County Chairman shall be filled by election at a meeting of the County Committee to be held within sixty (60) days of the vacancy. If a Statutory Meeting is scheduled during the sixty-day period, the new Chairman shall be elected at that meeting; otherwise a Special Meeting shall be called to elect the new County Chairman. Said meeting shall be called by (a) the resigning County Chairman, (b) the County Chairman Pro Tem, or (c) the Executive Committee. A County Chairman Pro Tem shall serve according to the succession of officers as listed in this Article IV, Section 2.

Any other vacated Officer or Member-at-Large position shall be filled by appointment by the County Chairman with the approval of a majority of the Executive Committee. An appointed

Officer or Member-at-Large shall serve until the next Statutory Meeting, when an election shall be held for that office.

Section 6. Removal. An Officer or Member-at-Large of the County Committee may be removed from this position at any time by a vote to that effect of two-thirds of the elected Precinct Committeemen of the County Committee who are present in person or by proxy at a Special Meeting of the County Committee. An Officer or Member-at-Large 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.

Section 7. Conflict of Interest. Any Officer, Member-at-Large, or Ex-Officio member of the Executive Committee who becomes a candidate for any public office, other than Precinct Committeeman, or who becomes a Campaign Chairman, a Campaign Treasurer, or any other campaign officer who is so identified in election documents filed with the appropriate governmental elections office for a candidate for any public office, other than Precinct Committeeman, in a contested Primary Election in Pima County shall be deemed to have a conflict of interest. While having a conflict of interest, that member may not attend meetings of the Pima County Executive Committee, unless three-fourths of the remaining members 1) determine that such attendance at a meeting would not advantage the candidate or candidate's campaign, and 2) vote to allow the member's attendance at that meeting. If the member who has a conflict of interest is a District Chairman, his district may be represented as described in Article III, Section 3,

In addition, Officers and Members-at-Large may not use these titles in any publication, announcement, or other public information in any way that could imply official party endorsement of any candidate in a contested Primary Election.

Section 8. Duties of Officers. The Duties of the Officers and Members-at-Large of the County Committee shall be specified in a Manual of Operations that is adopted by the Executive Committee and may be revised by them from time to time as they may choose.

ARTICLE V - OTHER COMMITTEES

Section 1. Appointment of Committees. With the exception of the Executive Committee and the Nominating Committee, committees shall be created by the County Chairman with the approval of a majority of the Executive Committee. The County Chairman shall also appoint one Officer or Member-at-Large as a voting member of each committee.

The County Chairman shall be an ex-officio member of every committee and sub-committee, excepting the Nominating Committee.

Section 2. Nominating Committee. There shall be a Nominating Committee appointed by the Executive Committee. The Nominating Committee shall prepare a slate of candidates for the Officers and Members-at-Large of the County Committee, none of whom may be members of the Nominating Committee, and for the Pima County Members of the State Committee. The Nominating Committee shall be appointed at least sixty (60) days prior to the meeting at which it

is to present a slate of candidates. All members of the Nominating Committee shall be members of the County Committee.

ARTICLE VI - MEETINGS

Section 1. Statutory Organizational Meeting.

- a. The Statutory Organizational Meeting shall be held every two (2) years on General Election years no earlier than ten (10) days after the last organizing meeting of the Associated Legislative Districts and in no event later than the second Saturday in January of the year following a general election.
- b. The County Committee shall elect all Officers and Members-at-Large at this meeting. Preparation of a slate of candidates by the Nominating Committee shall not preclude nominations from the floor for all Officer or Member-at-Large positions.
- c. The County Committee shall also elect State Committee Members from Pima County at this meeting.
- d. Notice of the Statutory Organizational meeting shall be mailed by USPS to all newly elected Pima County Republican Precinct Committeemen, and shall state the time, place and purpose of the meeting, as required by law. These notices shall be mailed by the Secretary at least ten (10) days prior to the meeting. Mailed notices may also include the report of the Nominating Committee, the proposed agenda, and other ancillary material. Alternatively, such ancillary material may be posted on the County Committee's web site, with the web site address included with the mailed notice. Other than memorial resolutions, only business included in the notice or in posted ancillary material may be conducted at this meeting.
- e. A quorum at this meeting shall be thirty (30) percent of the elected committeemen in person or by proxy.
- f. Only an elected Precinct Committeeman shall be permitted to vote at such meeting in person or by proxy.
- g. The seating arrangement at this meeting will be organized by Legislative District.

Section 2. Special Meeting.

- a. A Special Meeting of the County Committee may be called at any time by:
 1. The County Chairman, or
 2. Written petition submitted to the Executive Committee by twenty (20) percent of all Precinct Committeemen, or

3. Two-thirds of the Executive Committee.

b. A Special Meeting may be called for any purpose.

c. Notice of all Special Meetings shall be mailed by USPS to all Pima County Republican Precinct Committeemen, and shall state the time, place and purpose of the meeting. These notices shall be mailed by the Secretary at least ten (10) days and not more than thirty (30) days prior to the meeting. Mailed notices may also include the proposed agenda and other ancillary material. Alternatively, such ancillary material may be posted on the County Committee's web site, with the web site address included with the mailed notice. Other than memorial resolutions, only business included in the notice or in posted ancillary material may be conducted at this meeting.

d. A quorum at this meeting shall be thirty (30) percent of all Precinct Committeemen in person or by proxy. However, if the order of business includes the removal of an Officer or Member-at-Large, there must also be thirty (30) percent of all elected Precinct Committeemen present in person or by proxy in order to act on such removal.

Section 3. Executive Committee Meeting.

a. An Executive Committee meeting may be called at any time by the County Chairman or by a request to the County Chairman by a majority of the Executive Committee. The Executive Committee shall meet at least once each month on a date agreed upon, and the County Chairman may waive no more than one meeting each quarter.

b. Notice of all Executive Committee Meetings shall be sent by the Secretary to all members of the Committee at least five (5) days prior to the meeting, unless the County Chairman or two-thirds of the Executive Committee shall deem an emergency to exist. Means of sending notice shall be as agreed by the committee.

c. A quorum at all Executive Committee Meetings shall be a majority of the voting Committee members. No proxies shall be allowed.

d. The Executive Committee, by vote of three-fourths of the members present, may exclude a member from a meeting of the Executive Committee.

Section 4. Other Committee Meetings.

a. Meetings of all committees and sub-committees other than the Executive Committee may be called by the County Chairman or by the respective Committee Chairman.

b. Notice of such meetings shall be sent at least three (3) days prior to the meeting. Means of sending notice shall be as agreed by the committee.

c. A quorum at such meetings shall be a majority of the voting committee members. Failure to obtain a quorum shall not prevent a committee from conducting any business not requiring a vote.

ARTICLE VII - FUNDS

Section 1. Disbursement of Funds; Execution of Contracts. The Executive Committee shall have the sole power and authority to disburse County Committee funds and to execute contracts on behalf of the County Committee. The Executive Committee maintains the authority to delegate such power and authority in whole or in part. Such delegation shall be recorded in the minutes of the Executive Committee meeting at which it was made. All persons designated to commit or disburse such funds shall be bonded as determined by the Executive Committee.

Section 2. Financial Report. A financial report shall be submitted by the Treasurer at each meeting of the Executive Committee, and at such other times as may be requested by the County Chairman or Executive Committee. A copy of that report shall be filed at Republican Headquarters no later than fifteen (15) days after each meeting.

Section 3. Independent Review/Audit. The financial records of the County Committee shall, at the election of the Executive Committee, receive either 1) an independent review or 2) an audit at every change in the Treasurer or County Chairman and no less frequently than two years immediately following the Statutory Meeting, by such agents or persons as the Executive Committee may determine.

Section 4. Fundraising. The Executive Committee shall have sole power and authority to authorize any fundraising activity on behalf of the County Committee.

Section 5. Employees. At the option of the County Chairman and the Executive Committee, any person may be employed by the County Committee. Said person serves at the pleasure of the County Chairman, except that dismissal of any employee by the County Chairman requires approval of the Executive Committee.

ARTICLE VIII - GENERAL

Section 1. Effective Date. These Bylaws shall become effective on the date of their adoption.

Section 2. Bylaws Amendment. Any additions, amendments, deletions, revocations, or changes in whole or part of these Bylaws shall be by a majority vote of those Precinct Committeemen attending and voting in person or by proxy at a Statutory or Special Meeting. The contents of the proposed Bylaws Amendments shall be included as ancillary material for the meeting, whether included in the mailed notice or posted on the County Committee web site. Only adoption or denial of the proposed amendments, exactly as included in the notice or posted on the web site, are in order; no change to the proposed amendments may be made at the meeting.

Section 3. Voting. All votes in a meeting of the County Committee shall be by voice vote, by a standing vote when a division is called for by a member, by written ballot when required, or by

roll call on demand of a majority of persons voting. Any motion or election for which proxy voting will be allowed shall be by written ballot.

Section 4. Proxy. Proxy voting shall be allowed for all amendments to the bylaws and for election of officers and Members-at-Large. Proxy voting will be permitted on any other motion or matter if notice of proxy rights is published in the call to the meeting. Proxies must be voted by a qualified Republican elector registered in the same precinct as the member giving the proxy. The member giving the proxy is responsible for verifying the proxy carrier's eligibility and must affirm this eligibility on the proxy form. The proxy may use the form attached as Addendum 1 or equivalent; however any alternative form must include the giver's affirmation of the carrier's eligibility.

Section 5. Robert's Rules. The rules contained in the current edition of Robert's Rules of Order shall govern in all meetings of the County Committee and subcommittees, in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules the County Committee may adopt.

APPROVED AND ADOPTED THIS 17TH DAY, MARCH, 1973

/s/ Anne Connaught O'Sullivan /s/ Richard M. Bilby
Secretary Chairman

Revision to Article VI, Section 2 (a) adopted at Mandatory Meeting of March 15, 1975.

/s/ Lois Bradley /s/ Donald R. Hall
Secretary Chairman

Revision adopted at Mandatory Meeting of September 17, 1977.

/s/ Lois Bradley /s/ Charles King
Secretary Chairman

Revisions adopted at Mandatory Meeting of March 29, 1980.

/s/ Carolyn Cushing /s/ Emmett McLoughlin
Secretary Chairman

Revisions adopted at Statutory meeting of December 12, 1992.

/s/ /s/ Linda Barber
Secretary Chairman

Revisions adopted at Statutory meeting of December 14, 1996.

/s/Robert M. Garvin /s/ Rex Waite
Secretary Chairman

Revisions adopted at Statutory meeting of January 11, 2003.

/s/ Marianne Collins /s/ John Munger
Secretary Chairman

Revisions adopted at Special meeting of July 15, 2011.

/s/Beverly Machulies /s/ Mike Shaw
Secretary Interim Chairman

Revisions adopted at Special meeting of September 7, 2013

/s/ Shellie Simler /s/ Carolyn Cox
Secretary Chairman

**ADDENDUM I:
PROXY**

KNOW ALL MEN BY THESE PRESENTS:

That I, _____, the undersigned member of the County Committee from Precinct _____, Legislative District _____, and _____ County, State of Arizona, do hereby constitute and appoint

(Name)

who is a registered Republican and qualified elector of Precinct _____, Legislative District _____, and _____ County, State of Arizona (which must be the same Precinct, Legislative District, and County as those of myself, the undersigned member of the County Committee), my attorney-in-fact and proxy to vote for me, in my name and stead, at the _____ meeting, of the County Committee to be held at

_____ at the _____, for the
(Time and Date) (Place of Meeting)

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 Pima County Republican Committee of Arizona

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

Witness.

Witness

STATE OF ARIZONA)

COUNTY OF _____)

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

Notary Public

My Commission Expires:
