

**OPERATING AGREEMENT (“BYLAWS”)  
OF THE  
PINAL COUNTY REPUBLICAN COMMITTEE, LLC**

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THIS OPERATING AGREEMENT (“Bylaws”) of the Pinal County Republican Committee, LLC (the “PCRC, LLC”) is made and entered into as of the last date by which it has been signed below (the “Effective Date”), by and on behalf of the Pinal County Republican Committee of the Republican Party of Arizona (hereinafter referred to as the “PCRC”).

### Definitions

“Membership” and “member” are used throughout this document in the colloquial sense of persons having a right to participate in certain activities of the PCRC, LLC. These words do not refer to being a legal Member within the sense of the Arizona Limited Liability Company Act (“LLC Act”), which is defined at A.R.S. § 29-3102(15). The only legal Member of PCRC, LLC within the meaning of the LLC Act is the “Pinal County Republican Committee of the Republican Party of Arizona” (“PCRC”), an unincorporated association. Unless the latter legal meaning is specifically indicated, the words “member” and “membership” as used herein have only the former colloquial meaning of persons with the right to participate in certain activities of the PCRC, LLC.

## **ARTICLE I. NAME, PURPOSE AND MEMBERSHIP**

The name of this limited liability company shall be the PINAL COUNTY REPUBLICAN COMMITTEE, LLC, which hereinafter may be referred to as the PCRC, LLC. The purpose of the Pinal County Republican Committee, LLC is to help attain the goals of the Arizona Republican Party and the National Republican Party, uphold the principles and policies set forth in the Republican Party Platform, the Declaration of Independence, and the U.S. Constitution; and to support the election of our Party’s candidates who uphold the aforementioned principles and policies. We will promote the political education of Republicans and loyalty to the Republican Party Platform.

Membership in the PCRC, LLC is limited to registered Republican voters, residing in Pinal County, who have either been appointed or elected to the position of Precinct Committeeman.

It shall be the policy of the PCRC, LLC to refrain from supporting any specific candidate in a primary election contest. Individual members of the PCRC, LLC are free to work or support candidates of their choice, as long as it is not done in the name of the PCRC, LLC.

## **ARTICLE II. AUTHORITY**

These Bylaws are created for the governance of the PCRC, LLC, existing under, and by virtue of, Arizona Revised Statutes (A.R.S.) Title 16 and Title 29, Chapter 7. All references to the Arizona Revised Statutes shall prevail through subsequent revisions or publications to the A.R.S. unless substantively changed. These Bylaws shall, when not in conflict with state laws, establish a working limited liability company and the governance thereof, the conduct of meetings, and the business of the PCRC, LLC; its officers; and subcommittees.

## **ARTICLE III. COUNTY, DISTRICT, AND PRECINCT ORGANIZATION**

The working organization of the PCRC, LLC shall consist of a County Chairman, a District Chairman for each District, a Precinct Captain for each precinct, and Precinct Committeemen in each precinct as defined herein.

## ***Section A. District Boundaries***

The PCRC, LLC shall be divided into Districts useful to the PCRC, LLC and as designated by the Chairman, and as approved by two-thirds of the Executive Committee.

## ***Section B. District Chairman***

Following the Statutory Organizational Meeting, a majority of the Precinct Committeemen within each District shall meet and, in person or by proxy, elect a District Chairman who must be a Precinct Committeeman residing within the District. District Chairmen shall assume office at the close of the meeting at which they were elected. The duties of the District Chairman shall include, but not be limited to, the following:

- Organizing the District for effective and continuous organizational work on behalf of the Republican Party and its candidates.
- Holding District meetings at least quarterly in a non-election year, and bimonthly during an election year.
- Attending all meetings in person or by proxy.
- Keeping a graphic record of the District organization, including the names of all Precinct Captains and Precinct Committeemen.
- Organizing and promoting registration drives within the District.

If the Precinct Committeemen fail to meet and elect a District Chairman at the meeting following the Statutory Organizational Meeting, the County Chairman may make a temporary appointment of said District Chairman until such time as the Precinct Committeemen comply with the provisions of these Bylaws in reference to the election of a District Chairman. A simple majority of Committeemen within a District may petition the County Chairman to call a special meeting of that District for the purpose of removing the Chairman of that District. At such a meeting, a majority of Committeemen present in person or by proxy may remove the District Chairman of the District.

## ***Section C. Precinct Captain***

Following the Statutory Organizational Meeting, a majority of the Precinct Committeemen within each precinct shall meet and, in person or by proxy, elect a Precinct Captain who must be a Precinct Committeeman residing within the precinct. The duties of the Precinct Captain shall include, but not be limited to, the following:

- Organizing the precinct for effective and continuous organizational work on behalf of the Republican Party and its candidates.
- Holding precinct meetings as required.

- Attending all district meetings in person or by proxy.

If the Precinct Committeemen fail to meet and elect a Precinct Captain at the meeting following the Statutory Organizational Meeting, the District Chairman may make a temporary appointment of said Precinct Captain until such time as the Precinct Committeemen comply with the provision of these Bylaws in reference to the election of a Precinct Captain.

A simple majority of Committeemen within a precinct may petition the District Chairman to call a Special Meeting of that precinct for the purpose of removing the Captain of that precinct.

At such meeting, a majority of Committeemen present in person or by proxy may remove the Precinct Captain of that precinct.

### **Section D. Precinct Committeemen**

The number of Precinct Committeemen in each Precinct is determined in the year in which a General Election is held per A.R.S. Title 16 and as authorized by the County Board of Supervisors. The duties of a Precinct Committeeman shall include, but not be limited to, the following:

- All elected or appointed Precinct Committeemen shall be entitled to equal rights and responsibilities, including voting rights, except as otherwise defined in Article VII., Section G.
- Canvassing and campaigning in their precinct on behalf of Republican candidates. Precinct Committeemen shall not campaign for, or publicly endorse candidates for public office other than registered Republicans
- Arranging for organized registration campaigns, and, at all times, offering assistance to those who wish to register.
- Organizing and assisting workers on each Election Day within the Committeeman's precinct in turning out a maximum Republican vote.
- Attending all district and county meetings.
- Developing, maintaining and supporting a permanent Republican precinct organization.
- Working towards creating enthusiasm and support for the Republican Party within the precinct from which elected while helping to elect worthy Republican candidates.
- Keeping the precinct organization intact, and to immediately recommend replacements upon resignations of Precinct Committeemen.

In the event of a vacancy in the office of Precinct Committeeman, such vacancy may be filled by appointment. Upon his approval the County Chairman will recommend and submit the names of appointees to the Pinal Board of Supervisors for their appointment as Precinct Committeemen.

A Precinct Committeeman may only be appointed to fill a vacancy for the remainder of the current term. It is the desire of the PCRC, LLC that Appointees will choose to seek election as a Precinct Committeeman at the first election cycle following their appointment.

## **ARTICLE IV. OFFICERS**

### **Section A. Statutory Elective Officers and Term of Office**

There shall be a County Chairman, First Vice Chairman, Second Vice Chairman, Secretary, Treasurer and Sergeant-at-Arms elected for a two-year term at the Statutory Organizational Meeting. Statutory Elected Officers shall assume office at the close of the meeting at which they were elected. Outgoing Officers shall support newly elected Officers to complete a timely transition and transfer of accounts, records, passwords and other items of importance to the proper functioning of the Office and purposes of the PCRC, LLC. The offices of Secretary and Treasurer may be combined, if desired.

### **Section B. Qualifications of Persons for Office**

Unless otherwise specified in these Bylaws, an officer shall, at the time of his or her election, be a member of the PCRC, LLC. In the choice of persons for office, there shall not be discrimination because of sex, creed, color or national origin.

### **Section C. Method of Electing Officers**

The Statutory Elective Officers of the PCRC, LLC shall be elected at the Statutory Organizational Meeting. Election of officers shall be determined by a simple majority of those elected Precinct Committeemen on record with the Secretary, present in person or by proxy.

### **Section D. Method of Appointing Officers**

The appointive officers shall be appointed by the County Chairman at the first Executive Committee Meeting following the Statutory Organizational Meeting or as subsequently required.

### **Section E. Removal of Officers**

Any Elective Officer of the PCRC, LLC may be removed at any Regular Meeting by a vote to that effect by a simple majority of the total membership of the PCRC, LLC on record with the Secretary, present in person or by proxy, provided the impending action has been listed on the agenda sent to the membership in advance of the meeting.

An Elective Officer may not be removed at a Special Meeting unless the proposed removal is set forth in the notice of call of the meeting as one of the items of business at such meeting. Appointive officers shall serve subject to the pleasure of the County Chairman.

### **Section F. Filling of Vacancies**

In case of any vacancy in the Statutory Elective Officers through death, resignation, removal, or other cause, the PCRC, LLC, by affirmative vote of a simple majority present in person or by proxy, shall, at a Special Meeting called for that purpose, elect a successor to hold office for the unexpired term of the office left vacant.

When the vacancy occurs within a sixty-day period prior to either a Statutory Organizational Meeting or Mandatory Meeting of the PCRC, LLC, the vacancy created shall be filled by election at such Statutory Organizational Meeting or Mandatory Meeting of the PCRC, LLC.



## **Section G. Duties of Elective Officers**

### **Subsection 1. Chairman**

The County Chairman shall be the recognized leader of the Party in the County and shall coordinate the countywide activities of the Party. The Chairman shall preside at all meetings of the PCRC, LLC and the Executive Committee, unless the Chairman designates a member of the Executive Committee to preside in their stead. The Chairman shall appoint all subcommittees, except the Executive Committee, and Nominating Committee, and shall be an ex-officio member of all subcommittees; shall represent the PCRC, LLC in an official capacity; and shall have such usual powers of supervision and management as may pertain to the office of County Chairman or shall be assigned to him by the PCRC, LLC. The Chairman shall be a second signor on the PCRC, LLC's checking and saving accounts. The Chairman shall be authorized to disburse funds in the absence of the Treasurer only upon order of the PCRC, LLC.

### **Subsection 2. First Vice Chairman and Second Vice Chairman**

The First Vice Chairman and Second Vice Chairman shall perform such duties as may be assigned by the County Chairman or the Bylaws of the PCRC, LLC; and, in the absence or vacancy of the County Chairman shall perform the duties of the County Chairman when required or requested.

### **Subsection 3. Secretary**

The duties of the Secretary shall be to keep minutes of all meetings of the PCRC, LLC and the Executive Committee; to transmit all calls for meetings; to ascertain, compile and transmit the agenda for meetings, including all resolutions for actions; to keep the official roll of membership; to preserve all permanent records; to relinquish these documents to the successor at the expiration of the tenure of office; and to perform such other functions as may be incidental to the office or may be assigned by the County Chairman.

### **Subsection 4. Treasurer**

The duties of the Treasurer shall be to receive all monies provided for the PCRC, LLC to be custodian of the funds received, and to disburse funds only upon order of the County Chairman. The Treasurer shall keep the financial records of the PCRC, LLC on a calendar year basis and shall present an annual written report to the County Chairman and the Executive Committee, if requested. The Treasurer shall complete and timely file the appropriate financial statements in accordance with Chapter 6, Title 16 of the Arizona Revised Statutes.

The Treasurer shall report such filings to the PCRC, LLC at the next regularly scheduled meeting. The Treasurer shall present a written monthly financial statement which shall be included with the minutes of each meeting. The books of the Treasurer shall be audited in January of each year and at every change of incumbency of the office by such agents or persons as the Executive Committee may determine.

### **Subsection 5. Sergeant-at-Arms**

The Sergeant-at-Arms is responsible for maintaining order at all meetings of the PCRC, LLC.

## **Section I. Duties of Appointive Officers**

### **Subsection 1. Chaplain**

The duties of the Chaplain shall be, at the opening of all meetings, to invoke Divine Guidance on the proceedings. The Chaplain need not be a member of the PCRC, LLC.

## **Subsection 2. General Counsel**

The duties of the General Counsel shall be to advise the County Chairman and committees on all legal matters and may act as Parliamentarian at meetings when the appointed Parliamentarian is absent. The General Counsel need not be a member of the PCRC, LLC.

## **Subsection 3. Parliamentarian**

The Parliamentarian must be a member of the PCRC, LLC.

# **ARTICLE V. COMMITTEES**

## **Section A. Executive Committee**

The Executive Committee shall consist of the County Chairman, First Vice Chairman, Second Vice Chairman, Secretary and Treasurer of the PCRC, LLC elected at the Statutory Organizational Meeting. The aforementioned officers shall be voting members of the Executive Committee. In addition, the District Chairmen shall be voting members of the Executive Committee. The County Chairman shall decide the outcome of tied votes. The duties of the Executive Committee shall be to act individually as assistants to the County Chairman with the specific responsibilities designated for each by the Chairman, and collectively as an advisory and guidance group to the County Chairman.

In the event a statutory member of the Executive Committee shall hold more than one office at the same time, the member shall, nevertheless, be allowed only one vote on the Executive Committee. This provision shall not, however, disallow an officer or member of the Executive Committee from carrying a proxy.

## **Section B. Credentials Committee**

A Credentials Committee shall be appointed by the County Chairman prior to all meetings requiring such a committee and the members shall be named in the call to the meeting. The Credentials committee's duty shall be to determine the qualifications of those members present at the meeting in person or by proxy. The Credentials Committee shall be empowered to make such determination as they may deem fair or necessary regarding proxies. The deadline for delivering proxies shall be the date and time of the meeting as specified in the call. All proxies shall be delivered to any member of the Credentials Committee, the Chairman, or the Secretary.

In the event that more than one proxy is named by the same person, the proxy bearing the latest date and hour of signing will be honored by the Credentials Committee, provided that the proxy is deemed valid and legal.

## **Section C. Nominating Committee**

Nominations for elected officers of the PCRC, LLC as set forth in these Bylaws shall be made by a Nominating Committee of not less than one member representing each District as defined in Article III, Section A. The Nominating Committee Chairman shall be selected by the Executive Committee sixty (60) days prior to all meetings requiring such a committee. The Nominating Committee Chairman will select the additional committee members, who shall be named in the call to the meeting. Nominating Committee members may not be current elected Executive Committee members or a candidate for Executive office as defined in Article V., Section A. Any elected Precinct Committeeman who wishes to be nominated for any of the elective offices shall notify the Nominating Committee Chairman in writing no later than fourteen (14) days prior to the election. The Nominating Committee will submit the list of all nominees, which may include more than one person for each office, to the Executive Committee and to the PCRC, LLC membership no later than seven (7) days prior to the election.

### **Section D. Standing Committee: Technology Committee**

A Technology Chairman will be appointed by the Chairman of the PCRC, LLC to serve at his discretion. A term will consist of the same time frame as the current elected PCRC, LLC Chairman. All items voted upon within the Committee will need to be presented at official Executive Committee meetings for a simple majority vote to pass out of committee.

The purpose of this Committee is to keep Technology activities transparent to the Executive Committee and keep the Executive Committee informed of all on going Technology activities and issues that impact the PCRC, LLC as a whole. Goals and relevant issues that come up will be presented to the Executive Committee on a regular basis (at monthly meetings).

A standing Agenda time slot should be added to each Executive Committee Meeting Agenda and each Regular Meeting Agenda as well, so the Technology Committee is up front and communicating regularly with all elected on the PCRC, LLC Committee.

### **Section E. Other Committees**

The Chairman of the PCRC, LLC may appoint such other committees as may be desirable or necessary from time to time. Any action by an ad hoc committee will require the approval by the Executive Committee to advance out of committee.

## **ARTICLE VI. NOMINATIONS**

### **Section A. Nominations of State Committeeman**

At the Statutory Organizational Meeting, the Precinct Committeemen shall, in person or by proxy, nominate for the office of State Committeeman from among its elected members pursuant to Arizona Revised Statutes, Title 16.

### **Section B. Nominations from the Floor**

Additional nominations for all elective offices may be made from the floor at all meetings of the PCRC, LLC at which elections are held.

## **ARTICLE VII. MEETINGS**

### **Section A. Statutory Organizational Meeting**

The Statutory Organizational Meeting shall convene, in accordance with AZGOP guidelines, as provided by law for the purpose of organizing itself by electing from its membership the required statutory officers and for the transaction of such business as may properly come before it. The Meeting shall be held no later than December 10th of even years at a time and place to be designated by the outgoing County Chairman. Notice of the time and place of the Meeting shall be published by the Secretary to all Precinct Committeemen duly elected in the State Primary Election of that even year, not less than ten (10) days prior to the Meeting.

### **Section B. Mandatory Meeting**

A Mandatory Meeting of the PCRC, LLC shall be held prior to the third Saturday in January of each even year or as otherwise determined by the County Chairman, for the purpose of receiving reports of officers and for the transaction of such business as may properly come before it. The Meeting shall be held at a time and place to be designated by the County

Chairman. Notice of the time and place of the Meeting shall be published by the Secretary to all Precinct Committeemen not less than ten (10) days prior to the Meeting.

### **Section C. Special Meeting**

A Special Meeting may be held at any time upon:

1. A published call issued by the regularly elected County Chairman, or a written call signed by ten percent or more of the membership of the PCRC, LLC, provided that at least three of the districts are represented among the signers, or a written call signed by a majority of the voting members of the Executive Committee.
2. The written notice of the call must contain the time and place of the Special Meeting, together with the Meeting's object or objects.
3. Any call must be delivered to the Secretary at least thirty (30) days before the meeting date specified in the call.
4. In the event of a call issued by members of the PCRC, LLC, the Secretary shall immediately, upon receipt of the call, contact each signer to ascertain if it is their wish to have the call issued. Failure to answer on the part of a signer within ten (10) days after publication of the inquiry shall be accepted as his or her approval of the call. If, at the expiration of such time, the required number of qualified signers exists, then the Secretary shall proceed to publish the notice of the call. No business other than that stated in the notice of call shall be transacted at a Special Meeting.
5. Notice of the call shall be published by the Secretary to every member of the PCRC, LLC at least ten (10) days prior to the date of the Meeting.

### **Section D. Regular Meeting**

A minimum of four (4) Regular Meetings of the PCRC, LLC shall be held in odd years; a minimum of six (6) Regular Meetings shall be held in even years. The location may be at the discretion of the County Chairman, upon approval by the Executive Committee. Notice of the time and place of the Meeting shall be published by the Secretary not less than ten (10) days prior to the Meeting. A Regular Meeting may be replaced by a Special Meeting in accordance with Article VII, Section C.

### **Section E. Quorum**

A quorum for the transaction of any business of the PCRC, LLC shall be composed of those present and voting in person or by proxy.

### **Section F. Proxies**

At all Meetings of the PCRC, LLC, members shall be entitled to vote in person or by proxy appointed in a manner as provided in Arizona Revised Statutes Title 16. The Proxy Form which follows on the last page of these Bylaws shall be used for all Meetings, and in the event that a member should not be in possession of a printed form, they may copy and execute the form as if it were an official form issued by the PCRC, LLC. A proxy shall be in effect for only the Meeting for which it was appointed.

No more than 1 valid proxies per person will be approved by the Credentials Committee of the PCRC, LLC.

### **Section G. Manner of Voting**

In balloting on any motion or election, the counting of votes shall be on the individual basis. Each Precinct Committeeman of the PCRC, LLC present in person or by proxy shall have the right to cast their individual vote. Voting shall be by voice or

a standing vote when a division is called for by a Precinct Committeeman. A written secret ballot shall be taken on demand of six Precinct Committeemen of the PCRC, LLC, in person or by proxy.

No member of the PCRC, LLC shall lend an endorsement to a non-Republican candidate in any election. Should a PCRC, LLC member endorse a non-Republican, that PCRC, LLC member will lose his voting privileges, including proxies, for the rest of his term. Only elected PC's have the Statutory right to participate in the Organizational Meeting or a meeting to fill a Legislative vacancy. This includes any member who has lost their voting privileges. Those are the only two instances where such rights exist.

## **Section H. Resolutions**

Action on a proposed Resolution may be taken only when the Resolution is published by the Secretary in the Agenda of a Regular Meeting. In the event of a matter of urgency, and after a two-thirds (2/3) majority vote in the affirmative for such, of those present and voting in person or by proxy, a Resolution may then be presented for an immediate vote by the Committee.

## **Section I. Order of Business**

### **Subsection 1. Parliamentary Practice**

The latest edition of Robert's Rules of Order, Newly Revised shall govern the conduct of all Meetings of the PCRC, LLC so far as they are applicable and are not inconsistent with these Bylaws.

### **Subsection 2. Statutory Organizational Meeting**

The following order of business shall be observed at all Statutory Organizational Meetings so far as practicable:

1. Meeting called to order by the outgoing County Chairman.
2. Invocation by the Chaplain.
3. The Pledge of Allegiance to the Flag.
4. Credentials Committee Report.
5. Acceptance of Credentials Committee Report, declaration by the County Chairman as to whether or not a quorum is present.
6. Treasure's Report.
7. Audit Committee Report.
8. Nominating Committee Report.
9. Nominations from the Floor.
10. Speeches from Nominated Statutory Officers.
11. Election of Statutory Officers.
12. Nomination and Election of State Committeemen.
13. Swearing in of newly elected Statutory Officers.
14. Other Business of the PCRC, LLC.

### 15. Adjournment.

Immediately following the adjournment of the Statutory Meeting, the PCs of each District shall convene separately for the sole purpose of electing their District Chairmen and Precinct Captains. All elected and appointed Precinct Committeemen are eligible to vote at these meetings.

### **Subsection 3. Mandatory Meeting**

The following order of business shall be observed at all Mandatory Meetings so far as practicable:

1. Meeting called to order by the County Chairman.
2. Invocation by the Chaplain.
3. The Pledge of Allegiance to the Flag.
4. Credentials Committee Report.
5. Acceptance of Credentials Committee Report, declaration by the County Chairman as to whether or not a quorum is present.
6. Treasurer's Report.
7. Audit Committee Report.
8. Statutory Officers' Reports.
9. Other Business of the PCRC, LLC.
10. Adjournment.

### **Subsection 4. Special Meeting**

The following order of business shall be observed at all Special Meetings so far as practicable:

1. Meeting called to order by the County Chairman.
2. Invocation by the Chaplain.
3. The Pledge of Allegiance to the Flag.
4. Proof of Proper Call and Notice of the Meeting.
5. Credentials Committee Report.
6. Acceptance of Credentials Committee Report, declaration by the County Chairman as to whether or not a quorum is present.
7. Business as Stated in the Call. No other business is allowed.
8. Adjournment.

## **ARTICLE VIII. DURATION AND METHOD OF AMENDMENT**

### **Section A. Duration of Bylaws**

These Bylaws shall become effective as provided in Article IX and shall continue in force and effect for the governance of the PCRC, LLC and its present and future membership, subject to amendment or termination, if amended or terminated in accordance with this Article. The Continuing Bylaws of the Arizona Republican Party<sup>1</sup> apply fully to the PCRC, LLC.

### **Section B. Method of Amending Bylaws**

#### **Subsection 1. Amendment Proposed at Statutory Organizational Meeting**

A motion to amend these Bylaws may be made at the Statutory Organizational Meeting in accordance with the rules for making motions, but it shall be accompanied by sufficient copies of the written proposal to be simultaneously distributed to the Precinct Committeemen and the proxies present at the Meeting. The written proposal must state the wording of the amendment, a written statement of explanation of the purpose to be achieved by the amendment, and a list of reasons in support thereof. A two-thirds vote of the members present in person or by proxy shall be necessary for the passage of any motion to amend.

#### **Subsection 2. Amendment Proposed at Other Meetings**

An amendment to these Bylaws may be proposed at a meeting other than the Statutory Organizational Meeting provided such Meeting has been called in accordance with the provisions of these Bylaws. In such case, a copy of the written proposed amendment, a written statement of explanation of the purpose to be achieved by the amendment, and a list of reasons in support thereof, shall be published by the Secretary to each Precinct Committeeman with the notice of the call for the Meeting. The matter of amendment may then be made the subject of a motion in the regular course of business of the said Meeting, and the vote for adoption of the motion shall be determined. A two-thirds vote of the members present in person or by proxy shall be necessary for the passage of any motion to amend.

#### **Subsection 3. Amendment by Law**

Any change in Arizona law compelling a change in these Bylaws shall automatically amend upon the effective date of such change in state law. At the next ensuing Statutory Organizational Meeting or Mandatory Meeting such change shall be explained by the County Chairman or his designee.

#### **Subsection 4. Repeal**

The right to amend includes the right to repeal.

#### **Subsection 5. Copies of the Bylaws**

Updated copies of the Continuing Bylaws shall be provided upon request to elected Precinct Committeemen as soon as practicable following their election and to appointed Precinct Committeemen at the time of their appointment. The Secretary shall have at least two copies of the current Bylaws at every PCRC, LLC Meeting.

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<sup>1</sup> Inclusive of its incorporated entit(ies).

## **Section C. Method of Terminating Bylaws**

### **Subsection 1. Motion to Terminate at Statutory Organizational Meeting**

A motion to terminate these Bylaws may be made in the regular course of business of the Statutory Organizational Meeting. Such motion shall be subject to a full opportunity for debate, and the adoption of a motion shall require a favorable vote of not less than three-fourths of the members present in person or by proxy.

### **Subsection 2. Motion to Terminate at Other Meetings**

A motion to terminate these Bylaws may be proposed at a Meeting other than the Statutory Organizational Meeting provided such Meeting has been called in accordance with the provisions of these Bylaws. In such case, a copy of the written proposed termination motion, a written statement explaining the purpose to be achieved by termination, and a list of reasons in support thereof, shall be published by the Secretary to each Precinct Committeeman with the notice of the call for the Meeting. The motion to terminate may then be made the subject of a motion in the regular course of business of the Meeting, and the vote for adoption of the motion will require a favorable vote of not less than three-fourths of the members present in person or by proxy.



## **ARTICLE IX. EFFECTIVE DATE OF BYLAWS**

These Bylaws are effective as of the last date set forth in the signature blocks at bottom. The history of the PCRC's bylaws revisions (to the PCRC bylaws, from which these Bylaws were substantially copied) is as follows:

The PCRC bylaws were adopted June 27, 1977, by the unanimous consent of the Pinal County Republican Committee (PCRC).

The PCRC bylaws were amended by the PCRC on 10/24/94-Details not available.

The PCRC bylaws were amended by the PCRC on 08/28/1995-District boundaries.

The PCRC bylaws were amended by the PCRC on 05/22/1999-Article VI, Section D revised for Saturday meetings.

The PCRC bylaws were amended by the PCRC on 08/28/2002-Revised District boundaries.

The PCRC bylaws were amended by the PCRC on 12/18/2004-Expanded the Standing Committees, added members to the Executive Committee, and set meetings of Executive Committee.

The PCRC bylaws were amended by the PCRC on 11/18/2006-Revised District boundaries, revised Executive Committee meeting times.

The PCRC bylaws were amended by the PCRC on 01/20/2007-Revised Article IV, Section A, Executive Committee.

The PCRC bylaws were amended by the PCRC on 11/17/2007 -Method of communication changed to include email.

The PCRC bylaws were amended by the PCRC on 05/30/2009-Numerous, significant revisions.

The PCRC bylaws were amended by the PCRC on 01/14/2012-Revised Article I, Article III Sections C and D, Article IV Section A, Article V Section A, Article VI Section A, Article VII Sections D and G.

The PCRC bylaws were amended by the PCRC on May 18, 2013-Revised Article III Sections A, B, C, and D; Article IV Section G; Article V Section C; Article VII Sections A, G, and I; added Article VII Section H.

The PCRC bylaws were amended by the PCRC on June 20, 2015-Revised Article I, Article IV, Section C; Article VII, Section I Subsection 2.

The PCRC bylaws were amended by the PCRC on September 19, 2015-Revised Article V Section B, Article VII, Section F; Section I, Subsection 1.

The PCRC bylaws were amended by the PCRC on November 19, 2016-Revised Article I & Article IV Section H add Subsection 5.

The PCRC bylaws were amended by the PCRC on June 17, 2017-Revised Article V Section D add Section E These Bylaws were amended by the PCRC on May 19, 2018- Revised Article VII Section F reducing the number of proxies allowed per person.

The PCRC bylaws were amended by the PCRC on Oct 19, 2019- Revised Article II, Article III Section D, Article IV Section

G (Removed Section G: Resignation to Run) entirely and replaced Section H:Duties of Elective Officers as Section G:Duties of Elective Officers- Article G Subsection 1, Article VI Section A, Article VII Section F.

## **ARTICLE X – MISCELLANEOUS**

### **Section A. Provisions Specific to the PCRC, LLC's Status as a Limited Liability Company**

#### **Subsection 1. Formation of PCRC, LLC**

The PCRC, LLC is formed as a member-managed limited liability company under the Arizona Limited Liability Act, as the Act existed on the Effective Date of these Bylaws. As of the Effective Date, the Act provided at A.R.S. § 29-3108(B) that “a limited liability company may have any lawful purpose, regardless of whether the purpose is for profit.” As of the Effective Date, the Act also provided at A.R.S. § 29-3102(15),(19) that the “member” of an LLC may be (*inter alia*) a “general cooperative association, limited cooperative association, unincorporated nonprofit association...association...or any other legal or commercial entity.”

#### **Subsection 2. LLC Membership and Management**

The PCRC shall be the sole Member and Manager of PCRC, LLC (as the terms “Member” and “Manager” are used in the LLC Act). The PCRC may not transfer any interest in PCRC, LLC to any other person. The PCRC may make contracts, incur debts, make loans, engage in banking activity, and exercise other such management control on behalf of PCRC, LLC. PCRC, LLC shall be authorized and empowered to pay reasonable compensation and shall make payments and distributions in furtherance of its stated purposes.

#### **Subsection 3. Nonprofit LLC**

The intent of these Bylaws is to operate the PCRC, LLC as a “non-profit” LLC. PCRC, LLC is organized and shall always be operated for the primary purpose of carrying on one or more exempt functions as defined in Section 527 of the Internal Revenue Code of 1986, as amended from time to time. More specifically, the purpose of the PCRC, LLC is to influence or attempt to influence the selection, nomination, election or appointment of any individual to any federal, state or local public office or office in a political organization, or the election of the Presidential or Vice-Presidential electors. The PCRC, LLC's powers shall include, but not be limited to, the several powers and purposes set forth in Section 29-3109 of the Arizona Revised Statutes, as amended or renumbered, or the analogous provision of any future Arizona limited liability company code, which is hereby incorporated as if printed herein.

#### **Subsection 4. Tax-exempt Status**

Notwithstanding any other provisions of these Bylaws, PCRC, LLC shall only engage in activities consistent with its tax-exempt status and permitted to be conducted by a limited liability company exempt from federal income tax pursuant to Section 527 of the Internal Revenue Code.

#### **Subsection 5. No general liability for capital contributions.**

No person shall be liable for capital contributions to the PCRC, LLC except as may be otherwise agreed by such person(s) and PCRC, LLC.

#### **Subsection 6. Limited Liability**

PCRC and its members shall not be liable for monetary damages for any action taken, or any failure to take any action, on behalf of PCRC, LLC.

### **Subsection 7. Infinite Duration**

PCRC, LLC shall be of infinite duration and continue perpetually. PCRC, LLC shall not be subject to dissolution on any grounds, except as may be required by law.

### **Subsection 8. Capital Contributions**

All cash contributions by PCRC to PCRC, LLC; as well as all property, use of property, or services, provided by the PCRC to PCRC, LLC, both prior and subsequent to the date that the PCRC, LLC's Articles of Organization were filed; may be deemed the PCRC's capital account contributions if the PCRC so designates. Such designation shall be made in a manner consistent with the intent to ensure adequate PCRC, LLC capitalization and with relevant tax laws. The PCRC's capital account Balance shall be increased by any additional capital contributions made by the PCRC and decreased by any distributions to or withdrawals made by the PCRC.

### **Subsection 9. Statutory Agent**

The initial statutory agent of the PCRC, LLC shall be Wilenchik & Bartness, P.C., which is located at 2810 N. Third St., Phoenix, Arizona 85004 (attention: John "Jack" Wilenchik, Esq.), which hereby consents to act as said agent.

### **Subsection 10. Relationship to PCRC Bylaws**

These Bylaws incorporate the bylaws of the PCRC as they existed on the Effective Date, as well as any subsequent amendment(s) thereto, whether or not such amendments become formally memorialized as amendment(s) to these Bylaws.

THIS OPERATING AGREEMENT is entered into by the following persons constituting the Executive Committee of the PCRC, and effective as of the latest date set forth below:

1. Signature: Nancy Hawkins  
Printed Name: NANCY HAWKINS Date: 6/15/2022
2. Signature: Nick Myers  
Printed Name: Nick Myers Date: 6/15/22
3. Signature: Gilberto Mendez  
Printed Name: Gilberto Mendez Date: 6/17/2022
4. Signature: Lewis W Sanders  
Printed Name: Lewis W Sanders Date: 6-18-22
5. Signature: Vicky McLaughlin  
Printed Name: Vicky McLaughlin Date: 6-18-22
6. Signature: Candace Goldapper  
Printed Name: CANDACE GOLDAPPER Date: 6-18-22

7. Signature: Carolee Bailey

Printed Name: CAROLEE BAILLEY

Date: 6-18-22

8. Signature: Kirk Fiebler

Printed Name: KIRK FIEHLER

Date: 6-18-22

9. Signature: Jennifer Fiedorowicz

Printed Name: Jennifer Fiedorowicz

Date: 6-18-2022

10. Signature: Kathleen Nowak

Printed Name: Kathleen Nowak

Date: 6-18-2022

11. Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Date: \_\_\_\_\_

12. Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Date: \_\_\_\_\_

PROXY

KNOW ALL MEN BY THESE PRESENTS:

*That I, the undersigned, Precinct Committeeman from the \_\_\_\_\_ Precinct, Pinal County, State of Arizona, do hereby constitute and appoint*

\_\_\_\_\_  
Name (printed)

\_\_\_\_\_  
Address (printed)

a member of the Republican Party and a legal and qualified voter of the same precinct, my Attorney in fact and Proxy  
to vote for me, in my name and stead, at the Pinal County Republican Committee \_\_\_\_\_  
(Regular, Special, Mandatory, Statutory)

Meeting to be held in \_\_\_\_\_, Arizona on \_\_\_\_\_  
(location and town) (date)

at the hour of \_\_\_\_\_, for the transaction of any and all business that may properly come before the meeting,  
(time)(AM, PM)

and I do hereby approve, ratify and confirm all of the acts of my named Proxy.

Witness by hand this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at the hour of \_\_\_\_\_ o'clock, \_\_\_\_M.  
Precinct Committeeman and Member of the Pinal County Republican Committee.

\_\_\_\_\_  
Signature (Precinct Committeeman assigning proxy)

\_\_\_\_\_  
Name (printed)

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Witness

State of Arizona )

County of Pinal ) S.S.

This instrument was attested to be the proxy of the Precinct Committeeman, who is its signatory before me and was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by\_\_\_\_\_.

Signed \_\_\_\_\_ Notary Public.

My Commission expires\_\_\_\_\_.

Note: The signature of the Precinct Committeeman MUST be witnessed by two signatures, OR attested by a Notary Public. A Precinct Committeeman may designate ANY qualified elector from his precinct that is a Republican. Deliver this proxy to the Secretary at the beginning of the meeting.