

**CONTINUING BYLAWS OF THE
MARICOPA COUNTY REPUBLICAN COMMITTEE**

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DEFINITIONS

1. "Precinct Committeeman" shall be abbreviated as "PC". "Precinct Committeemen" shall be abbreviated as "PCs".
2. "Captain" shall mean "Precinct Captain".
3. "Legislative District Republican Committee" shall be referred to as "District".
4. "District Chairman" shall mean, "Chairman of a Legislative District Republican Committee".
5. The "Board" shall mean the elected officers of a "Legislative District Republican Committee".
6. "A majority" shall mean more than 50% of the votes or ballots cast.
7. "MCRC" shall mean the "Maricopa County Republican Committee".
8. "MCRC Chairman" shall mean "Chairman of the Maricopa County Republican Committee".
9. "EGC" shall mean "Executive Guidance Committee."
10. "C&T" shall mean "Credentials and Tally".
11. "Arizona Revised Statute" or "Arizona Revised Statutes" shall be abbreviated "ARS".
12. The pronoun "his" shall mean "his or her"; "he" shall mean "he or she".
13. "Mail/mailed" shall mean mail or mailed by postal service or email.

ARTICLE I - OBJECT

Section 1 - Objective

The objective of the MCRC is to uphold the principles and policies as set forth in the Declaration of Independence, the U.S. Constitution, and the Republican Party Platform. We will promote the political education of all Republican Party workers and loyalty to the Republican Party platform. We will also support the election of our party candidates who uphold the principles and policies as set forth in the Declaration of Independence, the U.S. Constitution, and the Republican Party Platform

Section 2 - Authority

These Bylaws are created to govern the MCRC of the Republican Party of Arizona, existing under and by virtue of the ARS. These Bylaws shall, when not in conflict with state laws, establish a working organization, and prescribe rules governing the conduct of meetings, and business of the MCRC, its officers and committees. These Bylaws shall apply and be binding upon the MCRC as a whole and also, where applicable, upon the District committees and PCs. The EGC has the authority to rule on any question brought before it from a MCRC member concerning the interpretation of county or legislative district bylaws.

ARTICLE II – MEMBERS

Section 1 - Membership

Membership shall include the whole number of elected and appointed PCs of the MCRC. In each election precinct, there shall be one PC plus one additional PC for each 125 registered Republicans or major fraction thereof as reported registered by midnight of March 1 of the year in which the general election is held.

Section 2 - PCs

A. Qualifications of Membership

An elected or appointed PC must be a registered Republican voter living within the precinct.

B. Term

The term of office for an elected PC is two years, beginning the day after the primary election is certified in even numbered years. The term of an appointed PC will also end on the day the primary election is certified.

C. Vacancies

Vacancies are created by death, resignation, or when a PC moves from the precinct from which that person is elected or appointed. (See Appendix III for resignation form.) Also, a vacancy occurs when there is a failure to elect the allowed number of PCs at the primary election. Vacancies will not be filled by appointment until after the State Organization Meeting.

D. Filling Vacancy by Appointment

The District Chairman and the Precinct Captain are charged jointly with the responsibility of appointing PCs to fill vacancies. When the District Chairman receives the notice of a vacancy in a precinct, the Precinct Captain shall be notified within the next 5 days. The Precinct Captain may recommend such appointments to the District Chairman. (See Appendix II for the appointment form.) If the District Chairman approves, he must sign the appointment within fifteen (15) days of receipt. Within the next fifteen (15) days, the MCRC Chairman, if he approves, must certify the appointment and forward to the Chairman of the Board of Supervisors for appointment. If the Precinct Captain and the District Chairman disagree regarding the person to be appointed, the MCRC Chairman, within fifteen (15) days of the notice of disagreement, will make the certification based upon an evaluation of the recommendations of the Precinct Captain and the District Chairman. If both the Precinct Captain and the District Chairman fail to appoint PCs to fill vacancies, the MCRC Chairman shall give fifteen (15) days written notice to the District Chairman of his intention to make a recommendation for appointment of a specific person. Should the District Chairman not offer a name for the proposed appointment within the next fifteen (15) days, the MCRC Chairman may make the recommendation of appointment.

E. Duties of PC

The duties of PCs shall include, but not be limited to:

1. Voting, in person or by proxy, at each and every district and county party election when qualified to do so,
2. Assisting the Republican Party in voter registration,
3. Assisting and encouraging Republican voters to vote on election days,
4. Attending all District meetings,
5. Working within the precinct from which elected,

6. Creating enthusiasm and support for the Republican Party,
7. Helping elect worthy Republican candidates,
8. Recruiting and training leaders of the Republican Party, and
9. Fostering loyalty to the Republican Party and promote its ideals.
10. The PC shall provide the district, county, and state party offices with an email address, if they have one. District, county and state party offices may not allow email addresses to be used for any purpose other than internal party communications and shall not distribute an email address to anyone, including other PCs without the express consent of the affected precinct committeeman.

Section 3 - Precinct Captain

A. Election of Precinct Captain

The District Chairman shall direct the PCs of each precinct to meet during the district's organizational meeting and elect from among their number a Precinct Captain.

B. Appointment of Precinct Captain

If the PCs of any precinct fail to elect a Precinct Captain, said Precinct Captain may be temporarily appointed by the District Chairman to serve until such time as the PCs shall meet and elect a Precinct Captain.

C. Duties of Precinct Captain

The duties of the Precinct Captain shall include, but are not limited to:

1. Assisting the PCs and workers within his precinct for effective work on election day,
2. Organizing registration drives within the precinct,
3. Recruiting and training PCs to fill all authorized PCs positions,
4. Keeping the precinct organization intact, and in case of vacancies in PCs positions, to immediately recommend replacements, and
5. Cooperate with the Legislative District's Board and faithfully execute policies and programs promulgated by the Board.

D. Removal of Precinct Captain

A majority of the PCs of that precinct must petition the District Chairman to call a special meeting of that precinct for the purpose of removing the Precinct Captain of that precinct. At such a meeting, a majority of committeemen of that precinct, in person or by proxy, may remove a Precinct Captain of that precinct and elect a new Precinct Captain.

Section 4 - District Chairman

A. Election

At a District's Organization Meeting, the PCs shall elect a District Chairman by a majority of the votes cast, in person or by proxy. The District Chairman must be a duly elected PC residing within the District.

B. Duties

The duties of the District Chairman shall include, but not be limited to the following:

1. Organize the district for effective and continuous organizational work on behalf of the Republican Party and its candidates,
2. Hold district meetings at least six (6) times in odd numbered years and at least ten (10) times during even numbered years,
3. Cooperate with the MCRC Chairman,
4. Attend, in person or by proxy, all EGC meetings called by the MCRC Chairman; a PC from the same District may carry the District Chairman's proxy, when necessary,
5. Maintain a current written record of the district organization, including the names of all Precinct Captains, PC's, Workers and State Committeemen,
6. Assist the organization, maintenance and support of Republican Clubs within the District,
7. Organize and promote voter registration drives within the district,
8. Appoint a Finance Chairman and work with him to promote Republican fund raising efforts,
9. Appoint committee chairmen as needed, including voter registration and education chairmen,
10. Maintain and provide to any PC in the district upon their request, and for district business only, a contact list of the PCs in the district, including any known mailing addresses, phone numbers, and email addresses (should the PC permit the release of their email address), in compliance with any enacted District Policy, if applicable.

C. Vacancy of District Chairman

1. In the case of a vacancy in the office of District Chairman (except when such vacancy occurs within a sixty (60) day period prior to an organizational meeting), at a special meeting in which a quorum is present, the PCs within the District Committee shall meet and elect by vote of the majority present, in person or by proxy, a successor to hold office for the unexpired term. Notice of such election and a proxy shall be mailed at least ten (10) days prior to such a meeting.
2. Should a vacancy occur within a sixty (60) day period prior to an organizational meeting of the District Committee, the vacancy created shall be filled by election at such organizational meeting of the District Committee.

D. Removal of District Chairman

A majority of PCs within a District may petition the MCRC Chairman to call a special meeting of the District Committee for the purpose of removing the District Chairman of that District. At such a meeting, in which a quorum is present, a majority of PCs present, in person or by proxy, may remove the Chairman of the District.

E. Organizational Meetings

If an Organizational Meeting of a District fails to complete its required objectives, the District Chairman shall issue a call for a new Organizational Meeting within five (5) days. Should the Chairman fail to issue this new call, then the County Chairman shall issue a call for a new Organizational Meeting within five (5) days. Should the County Chairman fail to issue this call, then any ten percent (10%) of the PCs residing within the District shall have the authority to call a new Organizational Meeting by issuing a legal call complete with agenda and proxy form, and giving a minimum of ten days notice of the same to each PC within the District, as provided for by law or bylaw. At the new Organizational Meeting, the PCs shall complete any of the required objectives that were not completed at the initial Organizational Meeting.

F. Timely Challenge

A written challenge to a District abiding by the required objectives of its Organization Meeting must be received by the County Chairman or member of the EGC Executive Board no later than three days following the first Saturday in December.

Section 5 Other Elected District Offices

In the case of a vacancy in an elective office of the District Committee, other than District Chairman, such a vacancy shall be filled by a majority vote of the District Committee at a regular scheduled meeting at which a quorum is present in person or by proxy. Notice of such election and a proxy form shall be mailed at least ten (10) days prior to such a meeting. For the purposes of elections at a District Meeting, Nominating Committee members of a Legislative District, shall include all registered Republicans of their Legislative District, who are PCs in their District, who have submitted their names and other required information on time, as determined by the Nominating Committee of the District, and in accordance with District rules and bylaws, on any ballot to be used to elect Legislative District officers.

Section 6 Qualification for Legislative District Office

A requirement to resign as an LD Officer upon assuming or opening a campaign for an elective office will not apply for a non-partisan, non-paid position (e.g. School Boards, Water Conservation District, et al.)

ARTICLE III - OFFICERS

Section 1 - Elected Officers

A. Composition

The elected officers shall be a MCRC Chairman, First Vice-Chairman, Second Vice-Chairman, Secretary, and Treasurer, who are elected at the Statutory Organizational Meeting; and five Members-at-Large who are elected at the Mandatory Meeting

B. Qualifications

Each elected officer shall be a member of the MCRC at the time of election.

C. Terms of Office

Elected officers shall assume their duties at the close of the meeting at which they are elected. Officers shall serve for a term of two years or until their successors are elected.

D. Vacancy in Office

A vacancy in any elective office, other than that of MCRC Chairman, shall be filled by a majority vote of the EGC at a regularly scheduled meeting at which a quorum is present. Notice of such election and a proxy form shall be mailed at least ten (10) days prior to such a meeting. In the case of a vacancy in the office of MCRC Chairman there shall be a special meeting of the MCRC called for the purpose of filling the vacancy, except when the vacancy occurs within a sixty (60) day period prior to a Statutory Organizational or Mandatory Meeting of the MCRC. In such case, the vacancy shall be filled by election at such Statutory Organizational or Mandatory Meeting of the MCRC.

E. Removal of Elected Officer

Any elected officer may be removed by majority vote of ballots cast at a special meeting where a quorum of the total MCRC membership is present in person or by proxy at any duly called and noticed meeting., An elected officer may not be removed at a regular or special meeting unless his proposed removal is set forth in the ten (10) day notice of call of the items of business of such meeting. A proxy shall be sent with the call.

Section 2 - Appointed Officers

A. Composition

The appointed officers are non-voting members of the EGC and shall be Chaplain, General Counsel, Parliamentarian, Finance Director, Sergeant-at-Arms, PC Training Coordinator and others as deemed necessary. These officers may be appointed by the MCRC Chairman at the Statutory Organizational Meeting or at a subsequent EGC meeting.

B. Terms of Office

Appointed officers shall serve subject to the pleasure of the MCRC Chairman.

C. Qualifications

Each appointee must be a registered Republican at the time of appointment.

Section 3 - Duties of Elected Officers

A. Authority

Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these Bylaws and in the adopted parliamentary authority.

B. Maricopa County Republican Chairman

The duties of the MCRC Chairman shall be to:

1. Represent the MCRC in an official capacity,
2. Be the recognized leader of the Republican Party in Maricopa County and coordinate the countywide activities of the Republican Party,
3. Preside at all meetings of the MCRC and the EGC unless he designates a member of the EGC to preside in his stead,
4. Appoint all committees and subcommittees except as specifically provided for in these Bylaws,
5. Have usual powers of supervision and management as may pertain to the office of chairman or shall be assigned by the EGC,
6. Prepare a budget for the calendar year and submit such budget to the EGC for adoption,
7. Furnish a monthly Itemized statement to the EGC for reimbursement of reasonable out of pocket expenses in the performance of duties as Chairman (as set forth in the annual budget). Any expense in excess of the amount budgeted shall be subject to the approval of the EGC,
8. Have the authority to employ an Executive Director and other compensated positions on a part time or full time basis commensurate with the financial ability of the MCRC and subject to the approval of the EGC. The EGC shall determine the salary scale of the employees of the MCRC,

9. Have the authority to terminate the employment of the executive director and other employees,
10. Establish the duties of the Executive Director,
11. Be an authorized co-signer on checks,
12. Be an ex-officio member of all committees.
13. Resign upon formal announcement of candidacy for a paid elective office.

C. Maricopa County Republican First Vice-Chairman

The duties of the MCRC First Vice-Chairman shall be to:

1. Perform duties assigned by the MCRC Chairman or by the Bylaws of the MCRC,
2. Perform the duties of the MCRC Chairman during an absence of the MCRC Chairman or In the event of a vacancy until the vacancy is filled.

D. Maricopa County Republican Second Vice-Chairman

The duties of the MCRC Second Vice-Chairman shall be to:

1. Perform duties as may be assigned by the MCRC Chairman or the Bylaws of the MCRC ,
2. Perform the duties of the MCRC Chairman during as absence of the MCRC Chairman and the First Vice-Chairman, and
3. Be the liaison officer for the MCRC to the various Republican Clubs in Maricopa County.

E. Maricopa County Republican Secretary

The duties of the MCRC Secretary shall be to:

1. Keep minutes of all meetings of the MCRC and the EGC,
2. Transmit all calls for the meetings,
3. Ascertain, compile and transmit the agenda for the meetings as requested by the chairman,
4. Keep a current roster of the MCRC membership and records of attendance at all EGC meetings,
5. Perform functions as may be incidental to the office or may be assigned by the EGC, and
6. Update and preserve all permanent records and relinquish all MCRC records to the successor.

F. Maricopa County Republican Treasurer

The duties of the MCRC Treasurer shall be to:

1. Receive all moneys provided for the MCRC and be custodian of all funds received,
2. Disburse funds only upon order of the MCRC Chairman, or in his absence, the Vice-Chairman acting in his stead. (All checks shall be signed by the treasurer or his appointed representative and countersigned or electronically authorized by the MCRC Chairman or his appointed representative, who shall not be the treasurer's representative. The authorized representative of the chairman and the treasurer shall be a member of the MCRC),
3. Present an annual report to the MCRC Chairman, the EGC, and the District Chairmen at such times as they may designate,

4. Allow for an independent review of the books of the MCRC by an audit committee appointed by the County Chair in January of each year, and at every change in incumbency of the Treasurer, and at such time as the EGC or MCRC Chairman may deem necessary. The committee shall be comprised of at least three members of the EGC Executive Committee, excluding the immediate past and current Treasurer. The findings of the review shall be submitted to the Executive Board for their review, prior to submission to the EGC for their approval. The committee should look to banking statements, public finance reports, and, when practical, minutes from the EGC, and other documentation as deemed appropriate by the committee.
5. Relinquish all records to his successor at the expiration of his term.

Section 4 - Duties of Appointed Officers

A. Non-Voting Capacity

Appointed officers are non-voting members and not entitled to vote unless they are also elected officers of the EGC.

B. Chaplain

The duties of the Chaplain shall be to invoke Divine guidance on the proceedings.

C. General Counsel

The duties of the General Counsel shall be to advise the MCRC Chairman and the committees on all legal matters.

D. Finance Director

The duties of the Finance Director shall be to assist in preparing the budget and organizing fund raising events.

E. Sergeant at Arms

The duties of the Sergeant-at-Arms shall be to attend all county committee meetings and maintain order under the MCRC Chairman's direction.

F. Parliamentarian

The duties of the Parliamentarian include advising the presiding officer and other officers, committees, and members on matters of parliamentary procedure.

G. PC Training Coordinator

Perform duties as assigned by the MCRC Chairman.

ARTICLE IV - NOMINATIONS AND ELECTIONS

Section 1 - Nominations

A. Nominations of State Committeemen

1. At the district organizational meeting each District Committee shall meet and in person or by proxy, shall nominate for the office of State Committeeman, an elected precinct committeeman from within its own legislative district, for every three of the district's elected precinct committeemen.
2. The District Chairman shall certify the results to the MCRC Chairman at least ten (10) days prior to the county Statutory Organizational Meeting.

3. If the PCs of any District do not, within the time prescribed, meet and nominate the number of State Committeemen which they are entitled to nominate, such nominations are to be made by the District Chairman of said District and certified to the outgoing MCRC Chairman at least ten (10) days prior to the County Statutory Organizational Meeting.
4. If the PCs and the District Chairman of any District fail to make such nominations within the time prescribed, the MCRC Chairman shall make such nominations. The MCRC Chairman shall announce the names of such nominees at the Statutory Organizational Meeting during the report of the Nominating Committee.

B. Nominations of MCRC Elected Officers

1. Nominations for all elective officers shall be made by a nomination committee composed of the recently elected District Chairmen or their designated representatives.
2. Nominations for elective officers shall take place at a meeting called by the MCRC Chairman, a five (5) day notice of which shall be made in writing and mailed. Said meeting shall convene no earlier than the second (2nd) Saturday in December.
3. In the choice of persons for office, there shall be no discrimination based on sex, race, creed, color, age or national origin.
4. A quorum of the nominating committee shall consist of a representative from fifty percent (50%) of the Districts.
5. Candidates for MCRC elective officers shall submit a letter of intent to the nominating committee in care of and received by the MCRC Chairman on or before seven (7) days prior to the first December meeting of the nominating committee for consideration of their names being placed in nomination.
6. The nominating committee may nominate more than one candidate for each office and those candidates shall appear on a pre-printed ballot.
7. The name of any candidate seeking a county elective office, who was not nominated through the nominating committee, will be placed on the pre-printed ballot if petitions representing five percent (5%) of the elected county PCs are submitted to the MCRC Chairman at least fourteen (14) days prior to the MCRC Meeting.
8. Additional candidates may be nominated from the floor at the time of the meeting.

Section 2 - Elections

A. Elections of Officers at Statutory Organizational Meeting

1. Elections of officers shall be at the Statutory Meeting.
2. Election of officers shall be determined by the majority of votes of the members of the MCRC present, in person or by proxy.
3. If no election is determined on the first ballot, the top two candidates receiving the highest number of votes shall be the nominees for the 2nd ballot.

B. Elections of Officers (Members-At-Large) at Mandatory Meeting

1. The five Members-at-Large shall be members of the EGC and shall be elected at the Mandatory Meeting.

2. Election of Members-at-Large shall be determined by a majority vote of the members of the MCRC present, in person or by proxy. The procedure for electing the five Members-at-Large shall be as follows:
 - a. On the first ballot each member of the MCRC present, in person or by proxy, may vote for no more than five (5) of the nominees,
 - b. If, after the first ballot, all of the five (5) offices are not filled by a majority vote, the remaining vacant offices shall be multiplied by two (2) and the resulting number shall be applied to the nominees who were not elected receiving the next highest plurality, and these nominees shall be the nominees for the second ballot for the vacant offices,
 - c. In the event that all of the offices are not filled on the second ballot, the procedures shall be repeated until all offices are filled.

C. Manner of Voting

1. In voting, ballot votes will be used if there is a contested election. If only one (1) person is a candidate for an office, the vote may be viva voce (voice vote). In a contested election, each member of the MCRC present, in person or by proxy, shall have an individual vote(s).
2. After registration at meeting, votes may be cast by registrant or may be passed on by verbal proxy to other voting members of the body using a form pre-printed on their voting credentials that they receive when registering at Credentials and Tally. Proxies thus created at the meeting may not be re-proxied to a third party.
3. All Legislative District and County Committees shall publish to the floor a Credential and Tally report and shall allow challenges to the validity of voting before certifying the credential report and the tally report. The Committees shall keep the Credentials and Tally Committee Reports and materials (e.g. proxies, sign-in sheets, ballots, et al.) for 3 months after the election and shall make these materials available to any PC within three (3) business days of the request.

D. Division

When a division of the house is called for from a voice vote, by a member of the MCRC, the members shall be polled by District and the results of the poll shall be reported.

Section 3 - Proxies

- A.** At all meetings of the MCRC, members shall be entitled to vote in person or by proxy, appointed in the manner provided by the ARS.
- B.** The proxy must be carried by a registered Republican currently residing in the same Precinct, and must be signed by a Notary or two (2) witnesses other than the proxy carrier and the PC.
- C.** The proxy shall be substantially the same as the one found attached to these Bylaws (see Appendix I for proxy form) and shall be used at all meetings, and in the event that a member should not be in possession of a printed form, may copy and execute the same as if it were an official form issued by the MCRC.

ARTICLE V - MEETINGS

Section 1 - Statutory Organizational Meeting

A. Statutory Organizational Meeting

1. The Statutory Organizational Meeting shall convene each odd numbered year for the transaction of such business as may properly come before it, and be held at a time and place to be designated by the MCRC Chairman.
2. The nomination of state committeemen can only be certified if they represent the legislative district where they were elected as precinct committeeman.
3. Challenges to the certification of state committeemen shall be recognized by the chair and such challenges shall be decided by majority vote of the members present and voting in person or by proxy. The vote may be by voice vote, but request for division of vote shall be approved under normal order of business.

B. Voting Members

Voting members shall be limited to PCs elected at the primary election prior to the date of the Statutory Organizational Meeting.

C. Notice

The Secretary or designee shall mail written notice of the time and place of such meeting to all duly elected PCs not less than ten (10) days prior to the meeting. Copies of proposed Bylaws changes and the reasons of support, new resolutions, if any, and a proxy form, must also be included.

Section 2 - Mandatory Meeting

A. Mandatory Meeting

The Mandatory Meeting of the MCRC shall convene each even numbered year prior to the State Mandatory Meeting for the purpose of receiving reports of officers, election of Members-at-Large to the EGC and for the purpose of conducting such other business as may properly come before the assembly, and be held at a time and place designated by the MCRC Chairman.

B. Voting Members

Elected PCs and PCs appointed by the Maricopa County Board of Supervisors not less than forty-five (45) days prior to the Mandatory Meeting shall be entitled to vote at such meeting.

C. Notice

The Secretary or designee shall deposit in the mail at least ten (10) days prior to the meeting notice of the meeting, addressed to each member. Copies of proposed Bylaws changes and the reasons of support, new resolutions, if any, and a proxy form must also be included.

Section 3 - Agenda

The following items of business shall be conducted at all Statutory Organizational and Mandatory Meetings in the order as determined by the MCRC Chairman

1. Call to order

2. Invocation
3. The Pledge of Allegiance to the flag of the United States of America
4. Welcome and introductions
5. Speeches
6. Credentials Committee Report
7. Rules Committee Report
8. Nominating Committee Report
9. Election of Officers at Statutory Organizational Meeting; Election of Members-at-Large at Mandatory Meeting
10. Treasurer's Report
11. Reports of Committees
 1. Bylaws Committee
 2. Resolutions Committee
12. Business
13. Announcements
14. Adjournment

Section 4 - Special Meeting

A. Rules for Special Meeting

In order to hold a special meeting, the following rules must be observed:

1. A written call issued by the regularly elected MCRC Chairman, or a written call signed by ten percent (10%) or more of the membership of the MCRC, provided that at least one-third (1/3) of the Districts are represented among the signers, or a written call signed by at least a majority of the members of the EGC.
2. A written notice of the call containing the information herein required being mailed to every member of the MCRC by the secretary or designee at least ten (10) days prior to the date of the meeting.
3. The call and notice must contain the time and place of the Special Meeting together with the object or objects thereof.
4. Any call must be delivered to the Secretary at least thirty (30) days before the date specified in the call for the meeting,
5. Proper proxy forms shall be included with the call.
6. No business other than that stated, in the notice of the call shall be transacted at a Special Meeting.

B. Agenda for Special Meeting

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

1. Call to order
2. Invocation

3. The Pledge of Allegiance to the flag of the United States of America
4. Proof of proper call and notice of call of meeting
5. Report of the Credentials Committee
6. Acceptance of Credentials Committee Report and declaration as to whether or not a quorum is present
7. Report of the Rules Committee
8. Business of the MCRC as noticed in the call
9. Announcements
10. Adjournment

Section 5 - Quorum

A quorum for the transaction of any business of the MCRC shall be twenty-five percent (25%) of the members of the MCRC, present in person or by proxy.

ARTICLE VI - EXECUTIVE GUIDANCE COMMITTEE

Section 1 - Membership of the EGC

A. Voting Members

The voting members of the EGC shall be the elected officers including the Members-at-Large and District Chairmen.

B. Appointed Non-Voting Members

The Executive Director, Legal Counsel, Parliamentarian, Finance Director, Sergeant-at-Arms and other appointed officers shall attend the EGC meetings in an advisory capacity.

C. Immediate Past Chairman

The Immediate past Chairman may attend the meetings in a non-voting advisory capacity.

Section 2 - Duties of the EGC

The duties of the EGC shall be the following:

1. Act collectively as an advisory and guidance group to the MCRC Chairman,
2. Assist the MCRC Chairman with the specific responsibilities designated for each member by the MCRC Chairman,
3. Approve or disapprove the employment of an executive director and other compensated positions,
4. Adopt a budget and consider for approval any subsequent provisions thereto,
5. Determine the salary scale of the employees of the MCRC,
6. Determine the types and amounts of bonds and insurance,
7. Perform such other duties as defined in these Bylaws and as directed by the MCRC,
8. Have the authority to adopt special rules of order or standing rules to govern its own proceedings , and

9. Approve the minutes of the Statutory Organizational and Mandatory Meetings.

Section 3 - Meeting

A. Regular Meeting

The EGC shall:

1. Meet six (6) times or more during the odd numbered years
2. Meet ten (10) times or more during the even numbered years.

B. Special Meeting

Special meetings of the EGC may be called by the MCRC Chairman or by written call signed by at least a majority of the EGC. Written notice of the meeting shall be sent at least ten (10) days before the meeting. Emergency meetings may be noticed by good faith efforts to notify all members by telephone.

Section 4 - Voting

A. Voting

In the event a member of the EGC holds more than one (1) office at the same time, that member shall be allowed only one (1) vote on the EGC. This provision shall not, however, disallow an officer or member of the EGC from voting a proxy.

B. Voting in Person or Proxy

Members of the EGC may vote in person, by written proxy, or by their District's Executive Board Representative as defined herein. The District Chairman is the voting member of each District. In his absence, the Chairman's proxy will then vote in his stead. Should no proxy be given or present, voting privileges then would be extended to that district's First Vice-Chairman, and in the First Vice-Chairman's absence, then the Second Vice-Chairman will be extended voting privileges.

C. Proxies

Proxies to the EGC meetings may only be carried by members of the MCRC within the constituency from which the absent member was elected.

Section 5 - Elections Neutrality

A. Contested Primary Elections

No officer or member may claim to speak on the behalf of the EGC in support of a candidate in the Republican Primary Elections unless authorized to do so by the advance approval of 60% of the elected membership of the EGC at a duly constituted meeting.

B. Endorsements of Non-Republican Candidates

No member of the MCRC shall lend an endorsement to a non-Republican candidate in any election that has a Republican candidate on the ballot. Should a MCRC member endorse a non-Republican, that MCRC member will lose his voting privileges, including proxies, for the rest of his term, provided:

1. The member was provided written notice mailed via certified US mail to the member's last known address,

2. The members was provided an opportunity to defend himself at the next EGC meeting but not less than 10 days after notification,
3. The EGC by majority vote removed the member's voting rights.

Section 6 - Quorum

A majority of the voting members of the EGC present, in person or by proxy shall constitute a quorum.

ARTICLE VII - EXECUTIVE BOARD

Section 1 - Composition

The members of the Executive Board shall be the MCRC officers: MCRC Chairman, First Vice-Chairman, Second Vice-Chairman, Secretary, Treasurer, and five Members-at-Large. The legal counsel and the executive director, unless excused, shall attend all meetings of the Executive Board in an advisory capacity.

Section 2 - Duties

The Executive Board shall conduct business that may be referred to it by the EGC and act in an advisory capacity to the MCRC Chairman.

Section 3 - Meetings

Meetings of the Executive Board shall be called at least quarterly by the MCRC Chairman, or at the request of at least four (4) members of the Executive Board. No Executive Guidance Committee Member may be excluded from attending such meeting.

Section 4 - Quorum

At least five (5) members of the Executive Board shall constitute a quorum.

ARTICLE VIII - COMMITTEES

Section 1 - Bylaws Committee

A. Composition

The Bylaws Committee shall be composed of a chairman appointed by the MCRC Chairman and each District Chairman may appoint one member to the Bylaws Committee.

B. Duties

The duties of the Bylaws Committee shall be to:

1. Review all amendments submitted and edit for composition,
2. Have the right to originate amendments,
3. The Bylaws Committee will meet at least two times, with at least 30 days before the first and last meeting.
4. Consolidate similar amendments for joint proposal, and

5. Submit recommended amendments to the Bylaws to the MCRC for action after the last meeting of the committee.

Section 2 - Credentials Committee

A. Composition.

A Credentials Committee shall be appointed by the MCRC Chairman prior to all meetings requiring such a committee. The membership of the Credentials Committee shall consist of members from each District in Maricopa County appointed by the District Chairmen, in a reasonable number as determined by the MCRC C&T Chairman.

B. Duties

The duties of the Credentials Committee shall be to:

1. Determine the qualifications of those members present at the meeting, in person or by proxy, and
2. Be empowered to make such determination as they deem fair and necessary regarding proxies.

C. Proxy Rules

1. All proxies shall be delivered to the designated member of the Credentials Committee for the respective district.
2. In the event that more than one (1) 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.
3. All proxies shall be delivered prior to the final closing of registration.

Section 3 - Nominating Committee

Refer to Article IV Nominations and Elections, Section 1, Subsection B.

Section 4 - Resolutions Committee

A. Composition

The chairman of the Resolutions Committee shall be appointed by the MCRC Chairman, and each District Chairman may appoint one member to the Resolutions Committee.

B. Duties

The duties of the Resolutions Committee shall be to:

1. Serve at each Statutory Organizational and Mandatory Meeting of the MCRC,
2. Consider all resolutions proposed to or initiated by the committee prior to any resolutions being submitted to the MCRC, and
3. Initiate or recommend acceptance, rejection, or modification with originator's concurrence, of any resolution.

C. Proposing Resolutions

1. All resolutions not initiated by the Resolutions Committee must be submitted forty-five (45) days in advance of the scheduled Statutory Organizational or Mandatory Meeting.

2. All resolutions approved by the Resolutions Committee shall be sent to the duly elected PCs with the notice of the time and place of such Statutory Organizational or Mandatory Meeting.
3. Proposed resolutions, other than memorial, shall be no more than 250 words long.

D. Floor Resolutions

Any resolution not timely presented to the Resolutions Committee or any resolutions presented to and rejected by the Resolutions Committee may be brought to the floor only if it is sponsored by a minimum of one hundred (100) PCs present, representing at Least six (6). Districts. Each such resolution, unless previously submitted to the resolutions committee and included with the call must be submitted in sufficient copies for all PCs present in person.

Section 5 - Rules Committee

This committee is appointed by the MCRC Chairman to draft rules of operating procedure specially required for the MCRC meetings.

Section 6 - Special Committee

The MCRC Chairman may appoint such other committees as may be deemed necessary.

ARTICLE IX - PARLIAMENTARY AUTHORITY

Section 1 - Maricopa County Proceedings

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of MCRC in all cases to which they are applicable and in which they are not in conflict with State Laws or inconsistent with these Bylaws or any special rules of order that MCRC may adopt.

Section 2 - Legislative District Proceedings

Districts shall adopt Bylaws for their districts so long as the Bylaws are not in conflict with these Bylaws, or the laws of the State of Arizona. Any subject not directly covered by District Bylaws shall be governed by State Bylaws, County Bylaws, or the most current edition of Robert's Rules of Order Newly Revised.

ARTICLE X - AMENDMENT OF BYLAWS

Section 1 - The Amendment of Bylaws at Regular Meetings

These Bylaws may be amended at MCRC meetings by a two-third (2/3) vote of members, present in person or by proxy, provided that the amendment has complied with the following two (2) provisions, (1) The amendment has been proposed by the Bylaws Committee, the EGC, or a District Committee, and (2) A copy of the proposed amendment and the reasons for support has been sent to the duly elected PCs, with the notice of the time and place of such Statutory Organizational or Mandatory Meeting.

Section 2 - Amendment of Bylaws at Special Meetings

An amendment to these Bylaws may be proposed at a meeting other than a Statutory Organizational or Mandatory Meeting, provided such meeting has been called in accordance with the provisions of these Bylaws and a copy of the proposed amendment in writing together with a statement explaining the purpose to be achieved by making

the call for that meeting. The matter of amendment may then be made subject of a motion in the regular course of business of said meeting.

Section 3 - Amendment by Statute

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

ARTICLE XI - SEVERABILITY

In the event that any of the terms or provisions of these Bylaws are held to be partially or wholly invalid or unenforceable for any reason whatsoever, such holding shall not affect, alter, modify, or impair any of the other terms or provisions of such documents or the remaining portions of any terms or provisions held to be partially invalid or unenforceable.

ARTICLE XII - EFFECTIVE DATE OF BYLAWS

These bylaws were originally adopted March 4, 1950. They have since been amended at Statutory and Mandatory Meetings as needed. The effective date of Bylaw changes is the adjournment of the meeting where they were amended. NOTE: The date of the last meeting where these Bylaws were amended will be included on the cover sheet of the Bylaws.

APPENDIX

The following pages include forms for meeting proxies, PC appointments, and PC resignations.