



Bylaws of the Coconino County Republican Committee, LLC

BYLAWS OF THE COCONINO COUNTY REPUBLICAN COMMITTEE

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BYLAWS OF THE COCONINO COUNTY REPUBLICAN COMMITTEE

The Coconino County Committee of the Republican Party of Arizona, organized as the Coconino County Republican Committee, LLC, hereafter, referred to as “CCRC”, a member-managed limited liability company under the Arizona Limited Liability Act, with the Party being the sole Member and Manager of the LLC, exists to uphold the principles and policies as set forth in the Declaration of Independence, the United States Constitution, and the Republican Party Platform. The CCRC will promote the political education of all Republican Party workers, and express loyalty to the Republican Party Platform. The CCRC will also support the election of Republican Party candidates who uphold the principles and policies as set forth in the Declaration of Independence, the United States Constitution, and the Republican Party Platform.

DEFINITIONS

1. “CCRC” shall mean the “Coconino County Republican Committee, LLC”, and “County Committee” shall mean the “CCRC”.
2. “Voting Member” or “Voting Members” shall mean Precinct Committeemen who have been duly elected at a Primary Election or deemed elected or appointed by the Coconino County Board of Supervisors, pursuant to ARS 16-821.
3. “Precinct Committeemen” shall be abbreviated as “PC” or “PCs”.
4. “Arizona Revised Statute” or “Arizona Revised Statutes” shall be abbreviated as “ARS”.
5. “Executive Board” of the CCRC shall mean the “Board” or “CCRC Board”.
6. “Member in Good Standing” shall mean that the name of the individual seeking appointment appears on Arizona's official voter rolls, or appears on the official voter rolls in the individual's previous state of residence, if having relocated to Arizona, as being a registered Republican for at least 90 days prior to their appointment.

ARTICLE I: AUTHORITY

These bylaws shall establish a working organization, prescribe rules for governing the conduct of meetings, and the business of the CCRC, its officers and committees. These bylaws, and any future changes to these bylaws, will be recognized and included as part of the operating agreement of the Coconino County Republican Committee, LLC. These bylaws shall not be in conflict with procedural State law and shall not conflict with the bylaws of the Arizona Republican Party (AZGOP).

ARTICLE II: MEMBERSHIP

Voting Members shall include Precinct Committeemen, herein referred to as “PCs”, who have been duly elected at a Primary Election, or deemed elected, or appointed by the Coconino County Board of Supervisors pursuant to ARS 16-821, referred to herein as “Voting Members”. The working organization of the CCRC shall consist of a Chairman, Elective Officers and Appointed Officers, as described in Article V of these bylaws, a Precinct



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Captain for each precinct, one or more Precinct Committeemen, and area Precinct Workers, volunteering under the jurisdiction of their Precinct Committeemen.

Non-Voting Members shall include registered Republican voters from Coconino County who wish to be Members of the CCRC, but either do not want to be Elected or Appointed PCs, or cannot be appointed due to lack of available PC openings in their respective precinct.

Section 1: Precinct Committeemen

An Elected or Appointed Precinct Committeeman must be a registered Republican voter living within Coconino County. Precinct Committeemen are elected in accordance with ARS 16-821 at the Party Primary Election, held before each General Election. Additional Precinct Committeemen may be appointed to fill vacancies left following the Primary Election. Those appointed shall have been Members in Good Standing of the Republican Party for at least 90 days prior to their appointment.

A. Precinct Committeemen Election and Appointment

Each precinct may elect at least one Precinct Committeeman, plus an additional Precinct Committeeman for each 125 Republican voters (or major fraction thereof) registered before January 2nd of the General Election year as provided for in ARS 16-821. Precinct Committeeman may also be appointed as per ARS 16-821, B. The term of office of a Precinct Committeeman is as per ARS 16-822, F. Each of said Precinct Committeemen shall be responsible for a designated geographical area within his/her precinct, and will be responsible for the appointment and supervision of Precinct Workers within the precinct area.

B. Precinct Captain

Precinct Committeemen may elect one of their PCs to be Precinct Captain to help organize and direct the PCs in their precinct.

C. Duties

Precinct Captain and Committeemen duties shall include, but not be limited to:

1. Attend Regular and Special Meetings of the CCRC;
2. Attend CCRC Statutory Meeting, Meeting to Elect State Committeemen, and Mandatory Meeting in-person, by virtual technology, or by proxy;
3. Attend State Statutory and Mandatory Meetings in the manner and as required by the AZGOP if elected to serve on the State Committee;
4. Canvass and campaign in their respective precincts on behalf of Republican candidates;
5. Arrange organized voter registration campaigns, and at all times offer assistance to those who wish to register;



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6. On election days, organize and assist their Precinct Workers within their area in turning out the maximum Republican vote;
7. Periodically hold block and neighborhood meetings with his/her precinct to discuss campaign strategy and tactics;
8. Help develop, maintain and support his/her Republican precinct organization.

Section 2: Filling of Vacancies

A. In addition to other provisions of law regarding removal from office, a vacancy shall exist in the office of a Precinct Committeeman when the Precinct Committeeman moves from the precinct from which appointed or elected, or changes political party from the party in which the Precinct Committeeman was appointed or elected.

B. As per ARS 16-821, B., in the event of a vacancy in the office of Precinct Committeeman, the vacancy shall be filled by the board of supervisors from a list of names submitted by the CCRC Chairman.

ARTICLE III: DURATION AND METHOD OF AMENDMENT TO BYLAWS

These Bylaws shall become effective immediately upon acceptance and shall continue in force and effect for the governance of the CCRC and its present and future Membership, subject to amendment or termination, if amended or terminated in accordance with this Article.

Section 1: Method of Amending Bylaws

- A. *Any CCRC Voting Member may propose an amendment, or amendments, to the CCRC's Bylaws.* Proposed Bylaws amendments shall be submitted to the Bylaws Committee and shall be accompanied by a written statement of the purpose to be achieved by making the amendment, and a list of reasons in support thereof. As per ARTICLE VI, Section B., the Bylaws Committee shall review all amendments submitted by Voting Members, and edit for form and composition. Amendments to bylaws may be considered at any Regular CCRC Meeting, or a Special Meeting called for the specific purpose of amending the Bylaws. Amendments to the Bylaws will not be considered at a Mandatory Meeting or a Statutory Organizational Meeting. 15 days prior to any meeting that may consider an amendment or amendments to the Bylaws, all Voting Members shall be provided with a copy of the current operative Bylaws, and a copy of the proposed amendment, or amendments, submitted for consideration. A quorum of Voting Members, either in-person, by virtual technology, or by proxy, is required to consider an amendment. Passage of any motion to amend requires two-thirds of the Voting Members then voting to vote in favor of the proposed amendment.



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- B. Bylaws should be reviewed every odd-number year by Voting Members.
- C. The right to amend includes the right to repeal.

ARTICLE IV: MEETINGS

Section 1: Statutory Organization Meeting

Meeting to elect CCRC Officers, to be held no earlier than 10 days following the Primary Election, and no later than the second Saturday in January of the year following the General Election. The Chairman shall designate the date, time and location of the meeting.

Section 2: Mandatory Meeting

Meeting to be held by the CCRC prior to the State Mandatory Meeting (which is held in each even-numbered year), to receive reports of Officers and for the purpose of conducting such other business as may properly come before the Meeting. The Chairman shall designate the date, time and location of the meeting.

Section 3: Agenda for Mandatory and Statutory Meetings (as suggested)

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. Credentials Committee Report and declaration of quorum
6. Treasurer's Report
7. Nominating Committee Report
8. Election of Officers
9. Report of Resolution Committee
10. New Business
11. Announcements
12. Adjournment

Section 4: Meeting to Elect State Committeemen

Meeting to elect State Committeemen will be held no earlier than 10 days following the Primary Election, and no later than the second Saturday in November of the same year following the General Election. Only Members who are Elected Precinct Committeemen may vote for State Committeemen. The Chairman shall designate the date, time and location of the meeting. The meeting to elect State Committeemen can be the Statutory Meeting if held no later than the second Saturday in November, or a County Committee (Regular) Meeting.



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Section 5: County Committee (Regular) Meetings

A. County Committee Meetings, or Regular Meetings, shall be held on a regular schedule as established by the Executive Board in January of each year, but must be held no less than once a quarter. The Agenda in Section 3 above may be revised by the Chairman for County Committee Meetings.

B. A regularly scheduled meeting can be cancelled by a majority vote of the County Committee only.

Section 6: Special Meetings

In order to hold a Special Meeting, the following must be observed:

A. A written call issued by the regularly elected CCRC Chairman, or a written call signed by twenty percent (20%) or more of the Voting Membership of the CCRC, provided that at least fifty percent (50%) of the precincts represented are among the signers, or a written call signed by at least two thirds of the Voting Members of the Executive Board.

B. A written notice of the call containing the information herein will be sent via U.S. Mail or electronic mail to Voting Members of the CCRC by the Chairman, Secretary, or Chairman's designee at least 10 (ten) days prior to the date of the meeting. CCRC Voting Members providing an email address to the CCRC shall constitute agreement to receive notices electronically. Electronic transmission of an official publication containing such notice shall be deemed to comply with this requirement provided it is transmitted in its entirety.

C. The call and notice must contain the time, place, and purpose of the Special Meeting, clearly and specifically describing the subject matter of the motions or items of business to be brought up and/or discussed.

D. A proper proxy form shall be included with the call.

E. No business other than that stated in the notice of the call shall be transacted at a Special Meeting.

Section 7: Virtual Meetings

Meetings of the CCRC may be conducted by electronic means when so directed by the Chairman. Conduct of Virtual Meetings will be as specified in Appendix A: Standing Rules. Therefore, attendance at any Statutory Organization Meeting, Mandatory Meeting, Meeting to elect State Committeemen, Special Meeting or County Committee Meeting may be in-person, by proxy, or by virtual technology.



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Section 8: Quorum

A quorum for the transaction of any business of the CCRC shall be at least one third (1/3) of the Voting Members, in-person, by proxy, or by virtual technology. If a quorum shall fail to attend in-person, by proxy, or by virtual technology at the time and place fixed for any meeting, a majority of the Voting Members voting may adjourn the meeting from time to time without notice other than announcement at the meeting, to reconvene once a quorum shall be present, at which time any business may be transacted from the original meeting.

Section 9: Proxies

Voting Members of the CCRC shall be entitled to vote by proxy at any CCRC meeting. Proxies are limited to no more than three (3) proxies carried per any one Voting Member and, in accordance with ARS 16-828, A., 1., no proxy shall be given by a Voting Member for use at a meeting of the Committee except to a Voting Member of the precinct where the Voting Member resides. Every proxy shall be attested by a notary public or two (2) witnesses. The duration of any proxy so given shall extend only for the length of the meeting for which it is given. A proxy shall be in substantially the same form as attached as Exhibit A.

Section 10: Manner of Voting

In balloting on any motion or election, the counting of votes shall be on an individual basis. Each Voting Member of the CCRC present in-person, by virtual technology, or by proxy, has the right to cast his/her individual vote. Voting shall be *viva voce* (voice), by show of hands, or by rising vote when a Voting Member calls for a division, by written secret ballot, or by roll call. A roll call shall be taken on demand of 10% of the Voting Members present in-person, by virtual technology, or by proxy. Any election can require paper ballots. Electronic voting may be permitted during virtual meetings as described in Appendix A, Section 1.

Section 11: Order of Business

These Bylaws take precedence over *Robert's Rules of Order Newly Revised* being used for the conduct of meetings. For matters not addressed by these Bylaws, *Robert's Rules of Order Newly Revised* is to be the guide as long as the stated rules do not conflict with Arizona Revised Statutes.

Section 12: Notice of Meeting

If not already specified in the bylaws, there shall be a written Notice of Meeting (Call to Meeting) at least ten (10) days in advance of the date of the meeting. The Notice of Meeting shall include the day, time and place of the meeting as well as an Agenda, Minutes from the previous meeting, if taken and available, and a proper Proxy form, sent via U.S. Mail or electronic mail to Voting Members of the CCRC.



ARTICLE V: OFFICERS

Section 1: Statutory Elective Officers and Term of Office

There shall be a Chairman, First Vice Chairman, Second Vice Chairman, and optional Third Vice Chairman, Secretary, and Treasurer, elected for a two-year term at the Statutory Organizational Meeting. The two-year term begins and ends at the Statutory Organizational Meeting every second year. Immediately upon taking office, the Chairman shall notify the Arizona Secretary of State of the names of the Chairman and Treasurer. This duty shall not be delegated. The Chairman shall also appoint an Administrator for the Committee, preferably the Treasurer. The Administrator shall immediately notify the Arizona Secretary of State of any address changes of the Chairman, Treasurer, or Administrator. The Administrator shall immediately notify the Secretary of State of any officer changes in the position of Chairman or Treasurer.

Section 2: Qualifications of Persons for Office

An officer shall at the same time of his or her election be a Voting Member and, if elected, must continue to be a Voting Member during their term of office. In the choice of persons for office, there shall not be discrimination because of sex, color, age or national origin.

Section 3: Method of Electing Officers

The Statutory Elective Officers of the County Committee shall be elected at any County Statutory Organizational Meeting.

Section 4: Election of Officers

Election shall be determined by the majority of votes cast by the Voting Members of the County Committee present, by proxy, or by virtual technology, who have been approved by the Credentials Committee.

Section 5: Removal of Officers

Any elective officer of the County Committee may be removed at any time by two-thirds (2/3) vote to that effect by the Voting Membership of the County Committee, present, by proxy, or by virtual technology at any County Committee meeting, or Special Meeting specifically called for this purpose, provided that the total number of such votes cast constitutes a majority of the total Voting Membership of the County Committee. Where needed, the Chairman may appoint an Elected or Appointed PC to the vacant office until the next Regular Meeting when a replacement can be elected (see Section 6: Filling Vacancies).



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Section 6: Filling Vacancies

In the case of any vacancy in an elective office in the CCRC through death, resignation, removal, or the person holding the office ceases to be a Voting Member, or other cause, the Chairman shall, with the advice and consent of the Executive Board, appoint a successor who shall serve until the next meeting of the CCRC, or until such time the Voting Members can elect a successor to hold office for the unexpired term of the office. In the case of a vacancy in the office of the Chairman, the First Vice Chairman shall call a meeting within thirty (30) days of the vacancy for the purpose of electing a new CCRC Chairman.

Section 7: Duties of Elective Officers

- A. Chairman:** The Chairman shall be the recognized leader of the Party in the County and shall coordinate the countywide activities of the CCRC. The Chairman shall preside at all meetings of the CCRC unless he/she shall designate a Member to preside in his/her stead. The Chairman shall appoint all subcommittees and shall be an ex-officio member of all committees; shall represent the CCRC in an official capacity; and shall have such usual powers of supervision and management as may pertain to the office of Chairman or shall be assigned to him/her by the CCRC.
- B. First Vice-Chairman, Second Vice-Chairman, and Third Vice-Chairman:** The First Vice-Chairman, Second Vice-Chairman and Third Vice-Chairman shall perform duties as may be assigned by the Chairman, and should the occasion arise, duties in the absence of the Chairman. The Third Vice-Chairman is an optional position.
- C. Secretary:** The duties of the Secretary shall be to keep minutes of all meetings of the County Committee, to transmit all calls for meetings, to ascertain, compile and transmit the agenda for the meeting, to keep roll of Membership, and to perform such other functions as may be incidental to the office, or may be assigned to him/her by the CCRC. The Secretary shall preserve all permanent records of the CCRC and shall relinquish them to his/her successor at the expiration of his/her tenure of office.
- D. Treasurer:** The duties of the Treasurer shall be to receive all monies provided for the CCRC, to act as custodian of the funds received, and to disburse the same only upon order of the Chairman, or in the Chairman's absence, upon order of the Chairman's designated agent. All checks are to be signed by the Treasurer or the Chairman. The Treasurer shall present an annual report to the CCRC and is responsible for filing required reports under Federal, State & Local law to be filed in proper format and in a timely



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manner. All income and expense items shall be recorded by the Treasurer in the County Committee's campaign finance report with the Arizona Secretary of State as they occur. The balance shown in the ongoing report shall be the same as the balance of the County Committee's checking account.

The Treasurer or designee shall report to the CCRC at every meeting, and present the books at the expiration of his/her term of office, or other special circumstance defined by the Chairman, for audit by a person or persons designated by the Chairman. In addition, the Treasurer will issue and retain copies of receipts for all "cash" received by the CCRC, and will ensure that all donations have written notation as to what the donation was for and from whom it was received.

Section 8: Duties of Appointed Officers

Appointed Officers serve at the discretion of the CCRC Chairman and are non-voting Officers unless they are also Elected Officers entitled to vote by virtue of the office held.

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

B. Sergeant at Arms: The duties of the Sergeant at Arms shall be to attend all CCRC Meetings and maintain order under the Chairman's direction.

C. Parliamentarian: The duty of the Parliamentarian is to advise the presiding Officer and all County Committee Members on matters of parliamentary procedure.

Section 9: Budget

An annual budget will be prepared by a committee appointed by the Chairman and submitted to the Executive Board for review and approval or denial no later than the 2nd Saturday in March of the budgeted year.

Section 10: Reimbursement of Expenses

If a budget has not been approved, there shall be no reimbursement for any expense item unless the expense item is approved by unanimous approval of the Executive Board. Upon Budget approval, any additional expense, or reimbursement to an Officer for any reasonable out-of-pocket expense, will be permitted only if, prior to the actual expenditure, the expense was approved by a majority of the Executive Board.



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Section 11: Conflict of Interest

Any Officer of the Executive Board, or Candidate for Officer of the Executive Board, who holds public office, or who files a statement of interest and/or nomination paper to become a candidate for any public office, or who is or 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 in a contested Primary Election, shall be excluded from holding CCRC Elective Office, or if holding a CCRC Elective Office, shall be excluded from attending meetings of the Executive Board, and the position shall be considered vacant and filled in accordance with Section 6 of this Article.

ARTICLE VI: COMMITTEES

1. Bylaws Committee

The Bylaws Committee shall be comprised of a chairman appointed by the CCRC's Executive Board, and up to six Voting Members of the County Committee. The Bylaws Committee shall review all amendments submitted by Voting Members, and edit for form and composition, and shall also have the right to originate amendments.

2. Credentials Committee

The duty of the Credentials Committee is to verify and determine whether the number of Voting Members present in-person, by proxy, or by virtual technology, is sufficient in order to determine a quorum. Members of the Credentials Committee, including the Credentials Committee Chairman, must be Voting Members and are appointed by and serve at the discretion of the CCRC's Executive Board. All proxies shall be delivered to a designated member of the Credentials Committee. 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. All proxies shall be delivered prior to the final closing of meeting registration.

3. Nominating Committee

Prior to the Statutory and Mandatory Meetings, the CCRC's Executive Board shall appoint, from the Voting Membership, a Nominating Committee and Chairman thereof to recruit candidates for the offices of the CCRC's Executive Board.

4. Resolutions Committee

The CCRC's Executive Board may appoint, from the Voting Membership, a Resolutions Committee.



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5. Other Committees

The CCRC's Executive Board may appoint, from the Voting Membership, such other committees as deemed necessary.

ARTICLE VII: NOMINATIONS

Section 1: Nominations of State Committeemen

State Committeemen shall be chosen pursuant to the provisions of ARS 16-825. It is the responsibility of the CCRC Chairman to ensure that the provisions are distributed to Elected Precinct Committeemen ten (10) days in advance of any election of State Committeemen.

Section 2: Nominations for Other Elective Offices

Nominations for all elective offices other than that of State Committeemen, including the nomination of Delegates and Alternates to the Republican National Convention, to be elected by the State Committee, shall be made by a committee appointed by the CCRC Chairman.

Section 3: Nominations from the Floor

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

ARTICLE VIII: ENDORSEMENTS

Section 1: Non-Partisan Elections

The County Committee may make endorsements in a nonpartisan election only upon approval by a majority of the Voting Members of the CCRC.

Section 2: Partisan Primary Elections

A. The County Committee may make endorsements of candidates only after a primary election when there is more than one Republican candidate, and only upon approval by a majority of the Voting Members of the CCRC.

B. Any restriction concerning endorsements of candidates in Republican Primary Elections shall not apply to individual PCs. However, individual PCs must not refer to the CCRC when endorsing their candidate.



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Section 3: General Elections

The CCRC may not provide financial support or declare public support, approval, or endorsement for a non-Republican candidate in any election in which there is a Republican candidate for that office.

ARTICLE IX: STATE CONVENTION

The election of Delegates to the State Convention of the Party will be held in accordance with the rules of the Republican Party of Arizona (AZGOP).

ARTICLE X: MISCELLANEOUS

Section 1: Provisions Specific to the CCRC's Status as a Limited Liability Company

A. The CCRC is formed as a member-managed limited liability company under the Arizona Limited Liability Act (the "Act"), as the Act existed on the Effective Date of this Operating Agreement. As of the Effective Date, the Act provided at ARS 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 ARS 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."

B. The Party shall be the sole Member and Manager of the CCRC. The Party may not transfer any interest in the CCRC to any other person. The Party may make contracts, incur debts, make loans, engage in banking activity, and exercise other such management control on behalf of the CCRC. The CCRC shall be authorized and empowered to pay reasonable compensation and shall make payments and distributions in furtherance of its stated purposes.

C. The intent of this Operating Agreement is to operate the CCRC as a "non-profit" LLC. The CCRC 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 CCRC 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 CCRC's powers shall include, but not be limited to, the several powers and purposes set forth in ARS 29-3109, as amended or renumbered, or the analogous provision of any future Arizona limited liability company code, which is hereby incorporated as if printed herein.



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D. Notwithstanding any other provisions of this Operating Agreement, the CCRC 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.

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

F. The Party, including its Officers and Members, shall not be liable for monetary damages for any action taken, or any failure to take any action, on behalf of the CCRC.

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

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

I. The initial statutory agent of the CCRC 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. The initial form of this document was substantially prepared by John "Jack" Wilenchik, Esq. and Lee Miller, Esq.

J. This Operating Agreement incorporates the Bylaws of the Coconino County Republican Committee 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 this Operating Agreement.

Section 2: Resolutions

A. Procedures: Proposed resolutions, other than memorial, may be no more than 250 words long and must be submitted 30 days before a scheduled meeting in order to be considered by the Resolutions Committee. The title of the resolution shall not count towards the 250-word limit. The Committee may initiate, recommend, modify, or reject any resolution or resolution title. Since the Committee's purpose is to give the Voting Members the benefit of its complete debate and mature judgment, motions to table or to close or limit



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debate will not be allowed. All resolutions submitted to the Committee shall be sent with the Committee's recommendations and vote count to each Voting Member with the notice of call of the meeting.

B. Memorials: Resolutions memorializing deceased individuals may be submitted to the Chairman at any time.

C. Floor Resolutions: Any resolution may be brought to the floor of any meeting if it is sponsored by at least 20% of the Voting Members present in-person, or by virtual technology. Each such resolution, unless previously submitted to the Resolutions Committee and included with the call, must be submitted in sufficient copies for all Voting Members present in-person and also in a format that can be clearly and fully displayed to all those present by virtual technology.

ARTICLE XI: EFFECTIVE DATE

The Bylaws shall become effective on the day and date of their adoption by the Voting Membership of the Coconino County Republican Committee.

County Chairman

Secretary

APPROVED ON JANUARY 10, 1997

AMENDED: June 1, 2012

AMENDED: March 15, 2014

AMENDED: July 19, 2014

AMENDED September 20, 2014

AMENDED August 13, 2022

AMENDED May 14, 2025



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APPENDIX A - STANDING RULES

Section 1: Virtual Meetings

A. General

1. Except as otherwise provided in these Bylaws, meetings of the CCRC, Executive Board, and other committees may be conducted by electronic means designated by the Chairman or those calling the meeting that support anonymous voting and support visible displays, identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes.
2. An anonymous vote conducted through the designated electronic means shall be deemed a ballot vote, fulfilling any requirement in these Bylaws or rules that a vote be conducted by ballot.
3. "Members" shall mean "Voting Members" when the group to be meeting is the CCRC, such as a Statutory Meeting, Mandatory Meeting, Meeting to elect State Committeemen, County Committee (Regular) Meeting, or Special Meeting.

B. Rules for Meeting via Electronic Means

1. **Login Information.** Login information shall be sent to all Members of the particular group to be meeting (CCRC, Executive Board, Committees, etc.) at least 24 hours before the meeting giving the time of the meeting, the connecting URL and codes necessary to connect via electronic means; and, as an alternative and backup, the audio connection will also be included within the electronic means, including the phone number and access code(s) needed to participate aurally by telephone. A copy of, or a link to, these rules must be included. For Committee Meetings, the Committee Chair shall facilitate the call to the meeting and provide the login information.
2. **Login Time.** The meeting presider or designee shall schedule electronic means availability to begin at least 15 minutes before the start of each meeting.
3. **Sign in/Sign out.** Members shall identify themselves as required – with their full name and entering the virtual meeting with their video on - to sign-in via the electronic means, and shall maintain access throughout the meeting. Whenever present, Members shall mute their microphone when not speaking and shall sign out upon any departure before adjournment.
4. **Quorum.** The presence of a quorum shall be established at the beginning of the meeting. In the event of a virtual Statutory Organizational Meeting or other



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meeting where an election is to take place, the presence of credentialed delegates verified at the time of login, as provided via electronic means, may be used to determine the presence of a quorum. Thereafter, the continued presence of a quorum shall be determined by the online list of participating Members, unless any Member demands a quorum count by audible roll call. Such a demand may be made following any vote for which the announced totals add to less than a quorum.

5. Technical Requirements and Malfunctions. Each Member is responsible for his/her connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a Member's individual connection prevented participation in the meeting.

6. Forced Disconnections. The meeting Chair may cause or direct the disconnection or muting of a Member's connection if it is causing undue interference with the meeting. The Chair's decision to do so, which is subject to an undebatable appeal that can be made by any Member, shall be announced during the meeting and recorded in the Minutes. The Chair shall not use the power granted by this section to silence opposition or the opinion of a Member.

7. Assignment of the Floor. To seek recognition by the meeting Chair, a Member shall signal the Chair using the designated feature appropriate for the electronic means being used. Members shall be recognized in the order that the signal feature appropriate for the electronic means being used was received. The Chair shall have the final decision as to the Member who is recognized.

8. Interrupting A Member. A Member who intends to make a motion or request, that under the rules may interrupt a speaker, shall use the designated feature for recognition and shall thereafter wait a reasonable time for the Chair's instructions before attempting to interrupt the speaker by voice.

9. Motions Submitted in Writing. A Member intending to make a main motion, to offer an amendment, or to propose instructions to a committee, shall, before or after being recognized, post the motion in writing to the online area designated by the presider or designee for this purpose, preceded by the Member's name and a number corresponding to how many written motions the Member has so far posted during the meeting (e.g. Mary M #1, Mary M #2).

10. Motions. The Secretary or meeting facilitator shall designate an online area exclusively for the display of the immediately pending question and other relevant pending questions (such as the main motion, or the pertinent part of the main motion, when an amendment to it is immediately pending); and, to the extent feasible, the presider or designee shall cause such questions, or any



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other documents that are currently before the meeting for action or information, to be displayed therein until disposed of.

11. Voting

- a. Permissible methods of voting include electronic roll call, and audible roll call. Anonymous votes shall be taken by the anonymous voting feature of the electronic meeting service, unless a different method is ordered by the Board or required by the rules.
- b. If proxies are allowed, Members casting votes by proxy may be required to login separately for each proxy vote to be cast, or communicate the vote of each proxy in a manner specified by the Credential Chair of the meeting.
- c. The Chair's announcement of the voting result shall include the number of Members voting in-person (in-person in this instance to be defined as present either physically or virtually), and by proxy, if proxies are allowed, on each side of the question, and the number, if any, who explicitly respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent.

12. Video Display. If the number of participants is too large for all to be displayed simultaneously, the presider or designee shall cause a video of the presider to be displayed throughout the meeting, and shall also cause display of the video of the Member currently recognized to speak or report.

C. Voting by Text Message During a Meeting

1. Text messaging may be used to vote during a convened meeting when the vote requires a ballot, is requested by the group, or requested by the presiding officer.
2. For this purpose, the presiding officer shall appoint a Teller's Committee to receive the votes submitted via text message, tally the votes, and report the results to the presiding officer who shall announce the results, including the number of votes cast and the number in favor of and opposed to the question.
3. If proxies are allowed, Members casting votes by proxy may be required to text the vote of each proxy in a manner specified by the Chair of the Teller's Committee.
4. The presiding officer shall announce the time text voting will begin and when it will end.



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5. The Chair shall state the motion clearly before calling for the text message vote.
6. Voting time shall be announced by the Chair or presiding officer when text message voting is used during an in-person meeting or when some Members are present and others are in attendance by phone.
7. The Chair or another Member may request a text message vote be taken after debate on a motion.

D. Voting via Computer Application. If voting by computer application, the application shall:

1. Accommodate proxy voting, if required;
2. Protect the anonymity of the voter;
3. Provide election results' documentation in a format that can be certified, forwarded, audited, and retained as required.

APPENDIX B: EXPLANATIONS & RESPONSIBILITIES

A. State Committee | State Committeemen. As per Article II and Article III, A-F of the AZ GOP Bylaws (azgop.com)

B. Delegates | Alternates for the State and National Conventions. As per Article VI Section A-D of the AZ GOP Bylaws (azgop.com)



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EXHIBIT A
COCONINO COUNTY REPUBLICAN COMMITTEE PROXY

KNOW ALL PEOPLE BY THESE PRESENT,

That, I, the undersigned Precinct Committeeman from the _____ Precinct, Coconino County, State of Arizona, do hereby constitute and appoint:

x _____
(Print Name of Person Carrying Proxy) - NOT YOUR NAME

x _____
(Address of Person Carrying Proxy) - NOT YOUR ADDRESS

a Member of the Republican Party and a legal and qualified Precinct Committeeman of Coconino County, my Attorney in fact and Proxy to vote for me, in my name and stead, at the _____ to be held in Flagstaff, Arizona on _____, at the hour of _____ for the transaction of any and all business that may properly come before or during the meeting, and I do hereby approve, ratify and confirm all of the acts of my named Proxy.

Witness my hand this _____ day of _____ 2025 at the hour of _____ o'clock.

Signature of Precinct Committeeman: x _____

NOTE: The signature of the Precinct Committeeman MUST be witnessed by two signatures, OR attested by a Notary Public. The witness cannot also be the Proxy holder.

Signature of Witness: x _____

Signature of Witness: x _____

OR

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 _____ 2025, by _____ Notary Public.

My commission expires: _____.

Signature of Credentials Committee member of the Coconino County Republican Committee to be signed on day of meeting when proxy is presented to Credentials Committee.

x