

ARIZONA REPUBLICAN ASSEMBLY

BYLAWS

Amended May 5th, 2018

**BYLAWS OF
ARIZONA REPUBLICAN ASSEMBLY
TABLE OF CONTENTS**

ARTICLE 1 NAME AND JURISDICTION 3

SECTION 1.01 NAME 3

SECTION 1.02 JURISDICTION 3

ARTICLE 2 OBJECTIVES 3

SECTION 2.01 OBJECTIVES 3

ARTICLE 3 STRUCTURE 3

SECTION 3.01 BOARD OF DIRECTORS 5

SECTION 3.02 EXECUTIVE COMMITTEE 5

ARTICLE 4 LOCAL REPUBLICAN ASSEMBLY CHAPTERS 7

SECTION 4.01 GOVERNING AUTHORITY 7

SECTION 4.02 LOCATION 7

SECTION 4.03 RATIFICATION BYLAWS 7

SECTION 4.04 STRUCTURE 7

SECTION 4.05 BYLAWS 8

SECTION 4.06 QUALIFICATIONS FOR MEMBERSHIP 8

SECTION 4.07 ACTION ON APPLICATIONS 8

SECTION 4.08 TRANSFER OF MEMBERSHIP 8

SECTION 4.09 INITIAL ORGANIZATION 8

SECTION 4.10 CONTINUING REQUIREMENTS 9

SECTION 4.11 STATE MEMBERSHIP 9

ARTICLE 5 TERMINATION OF CHARTER AND MEMBERSHIP 9

SECTION 5.01 NON-PAYMENT 9

SECTION 5.02 NON-ATTENDANCE 9

SECTION 5.03 DISCIPLINE 10

SECTION 5.04 APPEAL 10

SECTION 5.05 EFFECT 10

SECTION 5.06 TERMINATION AND DISCIPLINE OF INDIVIDUAL MEMBERS 10

ARTICLE 6 CONVENTIONS 12

SECTION 6.01 TIME AND PLACE 12

SECTION 6.02 SPECIAL CONVENTIONS 12

SECTION 6.03 CALL 12

SECTION 6.04 OFFICERS 12

SECTION 6.05 CONVENTION COMMITTEES 12

SECTION 6.06 ELECTED DELEGATES 12

SECTION 6.07 DELEGATES AT LARGE 12

SECTION 6.08 NONCOMPLIANT CHAPTERS 13

SECTION 6.09 ELECTION OF DELEGATES AND ALTERNATES 13

SECTION 6.10 REGISTRATION FEE 13

SECTION 6.11 VOTING 13

SECTION 6.12 ENDORSEMENT OF CANDIDATES 13

ARTICLE 7 NOMINATION AND ELECTION OF OFFICERS..... 13

SECTION 7.01 ELIGIBILITY 13

SECTION 7.02 ACCREDITED VOTERS 13

SECTION 7.03 BALLOTS 14

SECTION 7.04 ELECTION OF NATIONAL CONVENTION DELEGATES AND ALTERNATES ... 14

ARTICLE 8 PARLIMENTARY AUTHORITY..... 14

SECTION 8.01 ROBERT’S RULES OF ORDER 14

ARTICLE 9 AMENDMENT TO BYLAWS 14

SECTION 9.01 PLACE AND VOTE NEEDED..... 14

SECTION 9.02 PROVISIONAL USE 14

SECTION 9.03 SEVERABILITY 14

SECTION 9.04 PUBLICATION 15

ARTICLE 10 PRESIDENT EMERITUS

SECTION 10.01 PRESIDENT EMERITUS.....15

ARIZONA REPUBLICAN ASSEMBLY STATE BYLAWS

ARTICLE I Name and Jurisdiction

Section 1.01. **Name:**

The name of the organization shall be THE ARIZONA REPUBLICAN ASSEMBLY, hereinafter referred to as "AZRA".

Section 1.02. **Jurisdiction:**

The jurisdiction of the AZRA shall be within the State of Arizona. AZRA political action shall concern only matters relating to geographical or political units larger than the jurisdiction of any locally chartered Republican Assembly within Arizona.

ARTICLE II Objectives

Section 2.01. **Objectives:**

- (a) To hold the standard of the U.S. Constitution, the Arizona Constitution, and the Republican Party Platform.
- (b) To maintain AZRA as a chapter in good standing of the National Federation of Republican Assemblies ("NFRA") with all the powers thereof; to advance the principles, beliefs, and objectives of the NFRA.
- (c) To create and charter local Republican Assemblies in Arizona and to supervise and coordinate with the created Assemblies.
- (d) To direct, manage, supervise and control its business, property, and funds to carry out its objectives.
- (e) To develop a State-wide Republican Organization via an intelligent, aggressive, and serviceable patriot network.
- (f) To provide through this organization a practical program for the betterment of the Republican Party of the State of Arizona, and the various political subdivisions thereof.
- (g) To assist the various Republican Assembly Chapters in improving the public relations and public image of the Republican Party, by supporting Republican political campaigns, encouraging public forums and social programs. To attract a greater number of voters to work to advance the interests of the Republican Party and our country.

ARTICLE III Structure

Section 3.01. **Board of Directors:**

- (a) Composition and Term of Office.

The Board of Directors (“BOD”) shall be composed of the President, First Vice President, Second Vice President, Secretary, Treasurer, two National Directors and Sergeant at Arms. Additional members shall be all duly elected Chapter Presidents together with the two State Directors, elected or appointed by each of their respective Chapter Presidents. The President of AZRA shall appoint a General Counsel, a Chaplain, and a Parliamentarian, who each shall be subject to confirmation by a majority vote of the Executive Committee. The appointed officers shall be non-voting members of the BOD. The term of all BOD members shall be two years.

(b) Powers and Limitations.

- i. The BOD shall have the control and management of all of the affairs, properties and funds of AZRA.
- ii. The BOD shall have such powers as are prescribed in these Bylaws: provided further that it shall exercise general control and supervision of all officers and committees of AZRA. May for good cause and after a proper hearing held by a mediator, remove any Officer or Director by a two-thirds (2/3) vote of the BOD; provided such Officer or Director shall have been sent by the Secretary via certified mail a notice containing a copy of the charges against him at least fifteen (15) days prior to the hearing thereon. Said notice specifying the time and place of the meeting, and that the Officer or Director shall be provided the opportunity to present a full defense.
- iii. Endorsement of Candidates. Endorsements of candidates for public office shall be made only by the affirmative vote of two-thirds of those present and voting at a Regular or Special Convention of the Arizona Republican Assembly. Only one person may be endorsed for a particular office.
- iv. Resolutions and Endorsements. Any candidate proposed to be voted upon by the electorate shall not be endorsed by the BOD unless (1) there is no Republican Assembly in the district in which an election is being held, or (2) if the Republican Assemblies within such district do not hold a convention for endorsing in such election. Statewide and Congressional candidates shall be endorsed only at a regular or special Convention of AZRA. Endorsements regarding initiatives and referenda as well as Republican Party questions shall be made in the same manner as candidate endorsements.
- v. Endorsements by AZRA. Neither AZRA nor a chartered local Republican Chapter shall endorse any candidate for any public office, whether partisan or nonpartisan, unless such candidate is a duly-registered member of the Republican Party, or in a race which is nonpartisan.
- vi. State Republican Assemblies may allow candidates endorsed to use the moniker “Republican Wing of the Republican Party” during the term of the campaign in which the candidate was endorsed and during the term of office for which the candidate was endorsed if elected. Such moniker is otherwise restricted in use to the NFRA and chartered AZRA.
- vii. Endorsements properly made by AZRA may be construed to affect the endorsement of the National Federation of Republican Assemblies.

(c) Meetings.

- i. Meetings. The BOD shall meet at such times and places as determined by action of the BOD, by call of the President, or by written request of one-third of the

members of the BOD; provided that there shall be at least two meetings each year. A written notice of the time and place of all meetings of the BOD shall be sent to each BOD member not less than fifteen (15) days prior to said meetings.

- ii. Special Meetings. The BOD may without meeting together, transact business by mail, e-mail, facsimile, or by conference call of a majority of the BOD by voting on questions submitted to them by or with the approval of the President [2 Meetings in Person and 2 Meetings via Zoom].
 - iii. All BOD chapters and members shall have full voting rights at BOD meetings. Any rules of the meeting to the contrary shall be unenforceable and null and void.
 - iv. In the event that any BOD chapter or member in good standing is stripped of their voting rights for any reason whatsoever, the vote shall be invalid and null and void.
- (d) Quorum.
- i. At all meetings of the BOD one-third (1/3) of the voting members of the BOD shall constitute a quorum for the transaction of all business except in cases where a larger vote is required under these Bylaws.
- (e) Vacancies.
- i. Shall be filled by appointment of AZRA President for all Executive Committee vacancies with approval of a majority vote of the BOD for the remainder of the unexpired term and by Chapter Presidents for vacated State Director positions of their Chapter with the majority vote of their Executive Committee of their Chapter.
- (f) Appeal.
- i. Any action taken by the BOD may be appealed to a Convention of AZRA, provided that action of appeal shall be made by at least one Chapter and notice of such action shall be mailed via certified mail to AZRA within fifteen (15) days after BOD action is taken and at least thirty (30) days prior to the Convention. Upon receiving such notification AZRA shall notify the Secretary of all Chapters of such appeal at least fifteen (15) day prior to the Convention at which such appeal is to be considered.

Section 3.02. Executive Committee (“ExCom”):

- (a) Composition and Term of Office.
- i. The ExCom shall consist of the elected officers of AZRA, General Counsel and other appointed officers who serve as non-voting members of the BOD unless confirmed with consent of the BOD as voting members.
 - ii. ExCom members include President, First Vice President, Second Vice President, Secretary, Treasurer, Sergeant at Arms, and two National Directors, together with the appointed members approved with a majority vote of the BOD.
 - iii. All members of the ExCom are elected for two year terms with the President, Secretary and Treasurer up for election in odd numbered years and the balance of elected officers up in even numbered years.
 - iv. All appointed members serve at the pleasure of the President.
- (b) Purpose of ExCom.

- i. There shall be an ExCom which shall exercise the delegated authority of the State BOD to govern AZRA, except where such authority is expressly reserved herein to the BOD.
- (c) Meetings.
- i. The ExCom shall hold regular meetings no less than once per quarter. With the unanimous consent of all members it may choose to vote in appropriate situations by telephone conference call, facsimile machine, electronic mail or other means of telecommunication.
 - ii. Our intent is to conduct 6 or more Zoom Conference Calls per year as needed.
- (d) Quorum.
- i. A quorum for ExCom meetings shall consist of at least five of its voting members.
- (e) Powers.
- i. The President shall preside at all meetings of the BOD and shall control and manage all the affairs and properties of AZRA with the advice of the BOD.
 - ii. The President shall have full power to introduce, approve, and implement all actions and activities necessary and proper for the functioning of AZRA, subject to the authority of these Bylaws.
 - iii. The Treasurer shall be responsible for receiving, properly depositing, disbursing all funds, and the preparation of financial statements for use by the BOD and ExCom under the authority of these Bylaws.
 - iv. The Secretary shall keep accurate minutes and maintain all records of the meetings of AZRA as well as the BOD.
- (f) Committees.
- i. The AZRA President shall appoint Committees and members shall appoint Committees and members to serve on those Committees from time to time as the need arises. The member appointed to chair each Committee shall be approved by a majority vote of those voting of the ExCom respecting the Quorum Requirement.
- (g) Outgoing Officers.
- i. At the conclusion of each Annual Convention, outgoing officers shall be empowered to continue to perform their duties only on matters which were initiated and approved prior to the close of the Convention and which matters shall be completed within a fifteen (15) day period following the close of the Convention.
 - ii. Outgoing officers shall turn over all documents, bank accounts, or other property of AZRA to their successors immediately. In no case more than fifteen (15) days following the close of the Convention at which their successors are elected.
- (h) Liability of Officers and Directors.
- i. No officer or director shall be held personally liable for any debts or obligations of AZRA except those personally guaranteed by that Officer or Director, and AZRA shall indemnify each Officer or Director against claims made against them arising from their legitimate and proper service to AZRA.
- (i) Qualifications.
- i. Officers of AZRA and of all local Chapters must be members in good standing of AZRA, and Republicans by voter registration.

- ii. The office of any Officer or Director of AZRA who misses two consecutive meetings of the Board between Annual Conventions shall automatically terminate, unless such non-attendance is excused by a vote of the Board.
 - iii. Members running for office in the ExCom must have been a member in good standing for no less than one year prior to the elections.
- (j) Vacancies in Office of AZRA President.
- i. In the event of a vacancy in the office of President occurring between annual Conventions the First Vice President shall become President for the remainder of his/her predecessor's term.
 - ii. If the First Vice President fails to take the position of President immediately and permanently according to sub-section (j)(i), a committee of at least three (3) chapter Presidents in good standing, or one-half (½) plus one (1) of active chapters currently chartered, shall vet and select a new President within thirty (30) days of the vacancy.
 - iii. The appointments go into effect upon a majority vote of the BOD. Any officer of the ExCom who vacates their seat between elections shall turn over all pertinent papers, records and documents to their successor within fifteen (15) days of the vacancy.
 - iv. Any officer of the ExCom who vacates their seat between elections shall turn over all pertinent papers, records and documents to their successor within fifteen (15) days of the vacancy.

ARTICLE IV

Local Republican Assembly Chapters

Section 4.01. Governing Authority:

- (a) AZRA shall be the sole body of authority over, recognition of and representation for Republican Assemblies within the State of Arizona.
- (b) Groups purporting to be "Republican Assemblies" which are not recognized and chartered by AZRA shall have no representation on any body of AZRA; shall not use the terms "Republican Assembly," "AZRA," or "Republican Wing of the Republican Party", and shall not be entitled to any representation on any committees of the Republican Party of Arizona (should such representation become available) or at any Convention of the NFRA.

Section 4.02. Location:

- (a) Republican Assemblies may be formed and chartered as the Bylaws hereinafter provide, in any geographical entity of Arizona.

Section 4.03. Ratification of Bylaws:

- (a) Every local Republican Assembly shall ratify and agree to be bound in all things by the Bylaws of AZRA and NFRA as well as amendments thereto.
- (b) Acceptance of a charter from AZRA by a local Republican Assembly shall constitute a binding contract in this regard.

Section 4.04. Structure:

- (a) A local Republican Assembly shall have jurisdiction within the boundaries of a fixed geographical area approved by the AZRA BOD at the time of the local chapter's chartering, and shall be the only such Republican Assembly in that territory. Such territory may be divided into additional Republican Assemblies by the AZRA BOD upon petition by the local chapter.

Section 4.05. Bylaws:

- (a) Each Local Republican Assembly shall adopt its own bylaws, which shall be in conformance with AZRA and NFRA Bylaws, and shall be subject to review by the BOD of AZRA and NFRA.

Section 4.06. Qualifications for Membership:

- (a) Members of each local Republican Assembly shall be those American citizens of good moral character who are Republicans by voter registration, whose membership fees are paid up-to-date and who agree to and uphold the Principles of AZRA and NFRA.
- (b) All applicants for membership are subject to review and approval as defined in Section 4.07 & 5.06.

Section 4.07. Action on Applications:

- (a) The Board of a local Republican Assembly shall forward all recommended applications for membership within its geographical jurisdiction within thirty (30) days to AZRA for review.
- (b) Memberships sent to the Membership Committee (if there is one) shall be processed and forwarded to the Treasurer within fourteen (14) days of receipt for proper processing by the Treasurer who shall deposit the dues monies and record the new member.
- (c) Any action to reject an application for membership shall be reported within ten (10) days to the Secretary of AZRA.
- (d) The Executive Committee or a Membership Committee authorized by the AZRA BOD shall review all applications for membership and make the final decision as to the membership status.

Section 4.08. Transfer of Membership:

- (a) Any active member may transfer his membership from one local Republican Assembly to another at any time.
- (b) Acceptance of the transferred member immediately terminates his membership in his former local Republican Assembly.
- (c) The member shall pay the difference (if any) between the membership dues of the two local Republican Assemblies involved.

Section 4.09. Initial Organization:

- (a) The AZRA BOD shall have power to approve the formal application of a new Republican Assembly for chartering if and when its application includes the following:
 - i. Ratification of the Bylaws of the Arizona Republican Assembly and NFRA;
 - ii. Bylaws consistent with AZRA and NFRA Bylaws;
 - iii. A list of at least ten dues-paid members containing their names, addresses, phone numbers, email addresses (where available) and Chapter office titles;

- iv. Dues for each AZRA member at the rate set by the State Board (which shall include such dues as required by NFRA).

Section 4.10. Continuing Requirements:

- (a) Each Chapter shall submit a current list of the names of its Officers and members (with addresses, phone numbers and email addresses) and pay appropriate annual dues not later than March 1st of each year.
- (b) Each Chapter shall submit a separate current list of its officers and members not later than two weeks prior to any State Convention if such Convention should fall more than three months before or after April 30th.
- (c) Each Chapter shall submit the names (with address, phone number and email address) of new Chapter Officers within two weeks of their election. Failure to comply with this provision shall empower the AZRA BOD to suspend or terminate the Chapter's charter.
- (d) Any Chapter losing its charter under this provision may apply for reinstatement at the next meeting of the AZRA BOD by submitting the missing items to the President at or before such meeting.

Section 4.11. State Membership:

- (a) AZRA shall consist of at-large members of the statewide Republican Assembly; and also of local Republican Assemblies (LRA) which have been chartered by the BOD of AZRA in the manner provided in these Bylaws which continue to comply with the Bylaws of AZRA and NFRA as adopted or amended.
- (b) A local Chapter may petition the AZRA BOD to subdivide its geographical area into smaller local Chapters as needed.
- (c) Any person qualified to become a member of a local Republican Assembly but residing in a geographical area without a local Assembly may join AZRA without holding membership in a local Assembly if they otherwise fulfill all conditions of membership in AZRA.
- (d) The AZRA BOD shall directly act on such membership applications. Upon the chartering of a local Assembly, members of AZRA residing within the area served by that local Assembly shall automatically become members of that Republican Assembly.

ARTICLE V

Termination of Charter and Membership

Section 5.01. Non-Payment:

- (a) Any local Republican Assembly more than sixty (60) days in arrears for any indebtedness to AZRA shall be considered not-in-good-standing and may be suspended by action of the BOD.
- (b) If at least thirty (30) days before such action, notice of said indebtedness shall have been duly sent via certified mail by AZRA to the last reported President and Secretary of such local Republican Assembly.
- (c) The BOD may restore such local Republican Assembly to full membership in AZRA upon payment of its indebtedness.

Section 5.02. Non-Attendance:

- (a) Any local Republican Assembly that fails for two (2) consecutive years to present a Delegate to the Annual Convention of AZRA shall be considered not-in-good-standing and may have its Charter revoked by action of the BOD, provided that at least thirty (30) days before such action, notice of said action shall have been duly sent via certified mail by AZRA to the last reported President and Secretary of such local Republican Assembly.
- (b) The BOD may restore such local Republican Assembly to full membership in AZRA upon showing good and sufficient cause.

Section 5.03. Discipline:

- (a) Any local Republican Assembly which fails to conform to the Bylaws of AZRA and NFRA may have its charter suspended or revoked, or may otherwise be disciplined, by a two-thirds vote of the entire BOD, provided that at least thirty (30) days before such action, notice of such intended action be sent via certified mail by AZRA to the last reported President and Secretary of such local Republican Assembly.

Section 5.04. Appeal:

- (a) If the BOD shall suspend or revoke the charter of any local Republican Assembly or shall otherwise discipline it, AZRA shall send a notice of such action within fifteen (15) days to the last reported President and Secretary of said local Republican Assembly.
- (b) The said local Republican Assembly within thirty (30) days from the mailing date of such notice and not less than ten (10) days before the next Convention of AZRA, may file with AZRA written notice of appeal.
- (c) This appeal shall be considered at the next Convention of AZRA, unless filed less than ten (10) days prior thereto; in the latter instance, said appeal shall be considered and decided by a two-thirds vote of the BOD at the next Board Meeting.

Section 5.05. Effect:

- (a) Any local Republican Assembly that shall cease to be a member of AZRA shall relinquish the name “Republican Assembly” and shall not thereafter use the name, emblem or insignia of “Republican Assembly,” “AZRA,” “Republican Wing of the Republican Party” or “NFRA Arizona” in any manner whatsoever.
- (b) Officers of a local Republican Assembly whose charter has been revoked shall turn over all monies and documents properly belonging to said Chapter to a duly authorized representative of the AZRA BOD at a time and place designated by said representative.

Section 5.06. Termination and Discipline of Individual Members:

- (a) Any individual member of the Arizona Republican Assembly may be disciplined, or have their membership terminated for cause including, but not limited to:
 - i. Publicly supported or registered as a member of a political party other than the Republican Party;
 - ii. Publicly advocating that the electorate should not vote for the Republican nominee for any elected political office;
 - iii. Give support to or encourage the election of a candidate of another party to an elected public office where said candidate is opposed by a duly-nominated Republican candidate;

- iv. Prematurely endorse (prior to a proper act of endorsement by AZRA) candidates running for office in the Arizona Republican Party;
 - v. Violated his/her signed oath on the AZRA Membership application to support the AZRA Principles or
 - vi. Otherwise brought discredit or disrepute upon AZRA or NFRA.
- (b) Any Arizona Republican Assembly member whose membership is subject to such disciplinary action by the BOD must be notified by mail or email 10 days prior the time and place of the next BOD meeting that their membership is subject to a Disciplinary Hearing. If the so notified member chooses to be present they may make an opening statement, answer questions re: cause and a closing statement prior to the BOD vote.
- i Any and all Hearings shall be held in person conducted by an unbiased professional Mediator with cost to be split 50/50 between AZRA and the defendant. Notice for payment shall be sent via email and Priority Mail to the defendant with 10 day notice to pay. If payment is not received in the ten (10) day window, the defendant will be given three (3) day grace period. Failure to timely make requested payment will result in a default judgement against the defendant. Both sides may present their case to the Mediator, including any supportive documents for consideration. The ruling recommendation of the Mediator shall be approved by a 2/3 vote of the BOD.
 - ii The Rules of the Meeting and all charges against the member shall be sent with the notice for Disciplinary Action.
 - iii The BOD shall be given notice of the meeting date, time and location prior to sending the Disciplinary Action to the member.
- (c) A 2/3 vote is required to discipline or terminate the membership. Action of the BOD takes effect immediately.
- (d) Notice of the ruling must be sent to the member who was subject to the Disciplinary Hearing, within three (3) days of the date of the Disciplinary Hearing.
- (e) The member has fifteen (15) days from the original hearing date to act on the status of his membership. Their options are:
- i. Accept the ruling.
 - ii. Appeal the ruling.
- (f) An appeal by the member to restore their membership status shall be considered at the next Convention of AZRA unless filed less than ten (10) days prior to the date of the first session thereof; in the latter instance said appeal shall be considered and decided by a two-thirds (2/3) vote of the BOD following that Convention.
- (g) Any individual member so terminated from membership in AZRA shall immediately upon such termination cease to claim membership in, or holding of any office in or official relationship with AZRA or any local Republican Assembly, and shall also immediately surrender to AZRA or his designated representative any and all documents, records, emblems, insignia, funds, or other devices or properties of any nature whatsoever belonging to AZRA or any local Republican Assembly.
- (h) Said terminated member shall not thereafter use the name, emblem, or insignia of “Republican Assembly,” “Republican Wing of the Republican Party,” “AZRA” or “Arizona Republican Assembly” in any manner whatsoever.

Article VI Conventions

Section 6.01. Time and Place:

- (a) A Convention of AZRA shall be held annually at a location and a time determined by the President of AZRA within the months of February thru June.
- (b) If the President has not set the time and location for a Convention by ten (10) months after the previous year's Convention the AZRA BOD shall have power to do so in his place.

Section 6.02. Special Conventions:

- (a) In case of an emergency Special Conventions may be called by the President or by one-third (1/3) of the BOD.
- (b) The call for a Special Convention shall specify the subjects to be considered and no subjects shall be considered that are not so specified.

Section 6.03. Call:

- (a) AZRA shall mail USPS or email to the President and Secretary of each chartered Republican Assembly an official call to the Annual Convention and email said call to every Arizona Republican Assembly member for whom an email address has been submitted.

Section 6.04. Officers:

- (a) The officers of each Convention shall be the officers of AZRA.
- (b) At or prior to any Convention the President may appoint a Recording Secretary of the Convention to assist the President and Secretary.

Section 6.05. Convention Committees:

- (a) Prior to each duly called Convention, the President shall appoint a Committee on Credentials with power to enforce this Article, and shall appoint a Committee on Resolutions, Committee on Bylaws, Committee on Nominations and such other committees as he may deem proper.

Section 6.06. Elected Delegates:

- (a) Each chapter which is in good standing of AZRA at the time of the State Convention shall be entitled to at least one Delegate for each three (3) members in good standing carried on the Chapter's active membership roll whose name and dues were included in Section 4.10.
- (b) The BOD by two-thirds vote shall have the power to increase the number of Delegates up to the total number of members in good standing.

Section 6.07. Delegates at Large:

- (a) All members of the AZRA BOD and all Past Presidents of AZRA who remain members in good standing shall be Delegates-at-Large at all State Conventions, and shall not be counted in the number of Delegates accorded their Chapter by Section 6.06.

Section 6.08. Noncompliant Chapters:

- (a) Notwithstanding Section 6.06 above, a Chapter which remains recognized by AZRA but fails to comply with the credentialing provisions of Section 4.10 above shall be entitled only to its Delegates-at-Large at the State Convention.

Section 6.09. Election of Delegates and Alternates:

- (a) Each Delegate and Alternate shall be elected by the membership of his local Chapter. Any Republican Assembly in good standing at the time of electing its Delegates for a Convention as herein specified may elect one Alternate for each Delegate.
- (b) Said Delegates, Alternates and all Delegates-at-Large shall be active members in good standing of the Republican Assemblies they represent.

Section 6.10. Registration Fee:

- (a) The BOD shall establish the registration fee to be paid to AZRA by all members attending any State Convention. No Delegate, Delegate-at-Large, or Alternate shall be entitled to vote in a Convention unless and until his registration fee has been paid.
- (b) The profit or loss accruing from any Convention shall be borne by AZRA.

Section 6.11. Voting:

- (a) In all voting a majority shall rule, unless otherwise provided in the Bylaws.
- (b) In all Conventions of AZRA, each accredited Delegate and Delegate-at-Large shall be entitled to cast one vote.
- (c) There shall be no voting by proxy at any meeting.
- (d) There shall be no cumulative voting; no person vote as both a Delegate-at-Large, Delegate or Alternate.
- (e) A quorum shall be one-third (1/3) of Delegates and Delegates-at-Large attending the Convention.

Section 6.12. Endorsement of Candidates:

- (a) Endorsements of candidates shall be made only by the affirmative vote of two-thirds of those present and voting at a Regular or Special Convention of the Arizona Republican Assembly.
- (b) Only one person may be endorsed for a particular office.

**Article VII
Nomination and Election of Officers**

Section 7.01. Eligibility:

- (a) Any active member in good standing of the Arizona Republican Assembly shall be eligible to any elective office (provided that the person is qualified under Section 3.02) but no person shall be submitted as a candidate for any office without their consent.

Section 7.02. Accredited Voters:

- (a) Before the opening of polls, the Secretary shall provide a list of the Delegates and Delegates-at-Large as shown by the report of the Committee on Credentials.
- (b) No Delegate or Delegate-at-Large shall be allowed to vote unless his name appears on the list.

Section 7.03. Ballots:

- (a) Voting on endorsements or for officers of AZRA shall be by paper ballot only, unless there is in the opinion of the Convention Chairman a motion to hold the vote by standing agreed to by two thirds of the voting Delegates or if the election is unopposed.

Section 7.04. Election of National Convention Delegates and Alternates:

- (a) Any active member in good standing of AZRA shall be eligible to be elected a Delegate or Alternate to the NFRA National Convention (if qualified under Section 3.02) but no person shall be submitted as a candidate without his consent.

**Article VIII
Parliamentary Authority**

Section 8.01. Robert's Rules of Order:

- (a) The latest edition of Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically addressed in the Bylaws of AZRA and NFRA.

**Article IX
Amendments to Bylaws**

Section 9.01. Place and Vote Needed:

- (a) Amendments to these Bylaws shall be made only at a Regular or Special Convention of AZRA by a two-thirds (2/3) vote of the Delegates and Delegates-at-Large present and voting.
- (b) Proposed amendments shall be submitted to the AZRA not less than fifty (50) days prior to said Convention, and shall be referred to a Committee on Bylaws for consideration.

Section 9.02. Provisional Use:

- (a) During any period wherein AZRA's Charter has not yet been granted or has been suspended or revoked or during any reorganization, AZRA shall operate under the Model State Bylaws adopted by the NFRA Board of Directors unless it has formally adopted Bylaws which are certified as consistent with the Bylaws of NFRA by the NFRA President.
- (b) During such a provisional period an organizing Convention of AZRA shall have power to adopt or amend such bylaws without reference to the normal procedure contemplated in this article.

Section 9.03. Severability:

- (a) If any part, article, section or subsection of these Bylaws shall be held invalid, contrary to state or federal laws, contrary to the Bylaws of NFRA or contrary to the rules of the state

or national Republican Party (for any reason) such holding shall not be construed to impair or invalidate the remainder of said Bylaws, notwithstanding such holding.

Section 9.04. Publication:

- (a) At the conclusion of each Convention where any amendments are made to the Bylaws, the Bylaws Committee shall cause and supervise the printing of the Bylaws as in effect at the end of that Convention.
- (b) Such amended Bylaws shall be submitted to the Secretary of NFRA within fifteen (15) days of the Convention amending and thereafter made available to AZRA membership.

ARTICLE X
President Emeritus

Section 10.01. President Emeritus:

- (a) Any President of AZRA who serves at least one full term is qualified to become President Emeritus with Lifetime Membership. This Article is retroactive to January 1, 2017.