

# Republican Central Committee of Fresno County

## ARTICLES OF ASSOCIATION

We, the duly elected and qualified members of the Republican Central Committee of Fresno County (the "County Committee"), meeting in regular session, in order to form an executive party organization in accordance with the law, do hereby ordain and establish rules and regulations for the conduct of the business of the County Committee as set forth in these Articles. These Articles shall be subject to the provisions of the California Elections Code (2006), as amended or succeeded.

### ARTICLE I POWERS AND PURPOSES OF THE COMMITTEE

The County Committee shall perform such duties as are prescribed for it by law as set out in Division 7 of the California Elections Code in Sections 7400-7470 thereof, and shall do all things necessary to carry on a full time, aggressive party program until the commencement of the term of the succeeding County Committee.

The County Committee is an avowedly partisan committee whose Members are committed to the election of Republican candidates and strengthening of the Republican Party in Fresno County.

The County Committee shall adopt and adhere to the stated purposes of the platform of the California Republican Party.

This County Committee shall constitute a Nonprofit Association, as that term is defined in California Corporations Code Section 18020.

### ARTICLE II VOTING MEMBERS, ALTERNATE MEMBERS AND VACANCIES

A. **REGULAR MEMBERS.** Regular Members are those persons elected to the County Committee pursuant to California Elections Code Sec. 7400, at a regular primary election or a person appointed to fill a vacancy in an elected position.

B. **EX-OFFICIO MEMBERS.** Ex-Officio Members are:

1. Those persons who are registered Republicans holding or last nominated for the following offices in the Republican Primary in districts containing any part of Fresno County:

- (a) Member of the United States House of Representatives
- (b) Member of the California Senate
- (c) Member of the California Assembly

2. Those persons who are registered to vote as a Republican in Fresno County holding or last nominated in the Republican Primary for the following offices:

- (a) Governor
- (b) Lieutenant Governor
- (c) Secretary of State
- (d) Controller
- (e) Treasurer
- (f) Attorney General
- (g) Member of the Board of Equalization
- (h) U.S. Senator from California

C. VOTING MEMBERS. Voting Members of this County Committee are persons who are either Regular Members or Ex-Officio Members. No person may serve both as a Regular Member and Ex-Officio Member simultaneously.

D. ALTERNATE MEMBERS. Alternate Members of this County Committee may be appointed by the Voting Members of the County Committee. Each Alternate Member shall have the right to vote, and otherwise act, in the place and stead of the appointing Member. All appointments of Alternate Members shall be in writing and shall be filed with Secretary of the County Committee. Alternates may not be appointed by Regular Members until after the Regular Members are sworn in at the organizational meeting following their election. Alternates designated by Ex-Officio Members shall have the right to vote in the place and stead of the appointing member at the organizational meeting of the County Committee.

The Alternate shall serve for the term of the appointing Voting Member, unless terminated by revocation of the appointment by the appointing Voting Member filed with the Secretary. Alternates in attendance at a meeting shall be entitled to vote in the place of an absent Voting Member who appointed the Alternate. All Alternates shall be registered Republicans. Alternates appointed by Regular Members of the County Committee shall reside in the appointing Member's Supervisorial District. Alternates appointed by an Ex-Officio Member need not reside in the district of the appointing officeholder or nominee, but need only reside in Fresno County. If the Elected Member or Ex Officio whom the Alternate represents, for any reason ceases to be a member of the Central Committee, the Alternate shall continue to serve on the Central Committee with all the rights and privileges of the members he/she represents until, but not including, the vote to approve the replacement of the member he/she represents.

E. MEMBER-ELECT. For purposes of these Articles, the term "Member Elect" means an individual who in the last Primary election was elected to serve as a Regular Member of this County Committee, but whose term of office has not yet commenced.

F. VACANCIES OF MEMBERS:

- 1. Vacancies in membership occur under each of the following circumstances.
  - (a) An ineligible person is appointed or elected to the County Committee.
  - (b) A Voting Member of the County Committee dies, resigns, or becomes incapacitated.

- (c) A Regular Member removes his or her residence from the Supervisorial District from which he or she was elected or appointed.
- (d) A Voting Member of this County Committee ceases to be a registered Republican.
- (e) An insufficient number of Regular Members are elected from a Supervisorial District. Such a vacancy shall be filled only after the election of officers of the incoming Committee.
- (f) No person is nominated in the last Primary election for an office listed for Ex- Officio Members under Article II.B.1.
- (g) If a person is elected as both a Regular Member and an Ex-Officio Member a vacancy shall be deemed to occur in the office of the Regular Member.
- (h) An Ex-Officio Member under Article II.B.2 ceases to be registered to vote in Fresno County.

2. Vacancies shall be filled in the following manner:

- (a) A vacancy in the office of a Regular Member shall be filled through regular elections following a thirty (30) day notice from the date the vacancy was officially noticed to members of the County Committee.

At the next regular meeting of the County Committee the Chairman will call for nominations from remaining members of the Supervisorial District where the vacancy has occurred and if there are no nominations from that District then the full County Committee has the right to make further nominations. In either situation the vacancy shall be filled by majority vote of the full County Committee.

- (b) A vacancy in the office of an Ex-Officio Member due to the lack of a Republican nominee for one of the offices designated in Article II.B.1. may be filled by a majority vote of the County Committee. Such a vacancy shall occur upon the certification by the Secretary of State. The person so appointed shall serve for a term which corresponds to the term which an Ex- Officio Member for that office would have served, including the right to vote at the next organizational meeting of the County Committee. The person elected to such vacancy shall be a Republican registered to vote in Fresno County and otherwise qualified to hold the office to which the vacant Ex-Officio Membership relates. A vacancy in the office of an Ex-Officio Member for any other reason shall remain vacant until otherwise filled in the appropriate manner.

G. MEMBERSHIP DUTIES.

1. Each Regular Member is responsible for actively participating in and contributing to the programs of at least one standing committee throughout his or her term of office.

2. Annual dues shall be \$50.00 for Regular Members, zero for Ex-Officio Members (in view of their other usual monetary contributions to the County Committee), and \$25.00 for all Alternate Members. Members shall not vote if their dues are delinquent but Alternates may vote in their place if their dues are not delinquent. Dues are payable January 1 of each year or upon appointment and become delinquent if not paid within sixty (60) days, and shall increase by 10% for each calendar month or portion thereof that elapses after becoming delinquent. Officers shall not take office following election until their dues are paid and shall not continue in office in succeeding years while their dues remain delinquent.

3. If a Regular Member moves residences while serving on the County Committee it is the member's responsibility to:
- a. Determine if their new residence is within the district they are currently elected or appointed.
  - b. If their new residence is not within the district the Member must give written notice (via postal mail or e-mail) to the Executive Committee and the remaining Committee Members serving in the Supervisorial District.

### ARTICLE III OFFICERS

A. OFFICERS. The officers of the County Committee consist of a Chair, a First Vice-Chair, a Second Vice-Chair, a Secretary and a Treasurer, said officers, having been duly elected at the organizational meeting of the County Committee duly called for that purpose as required by law. All officers must be Regular Members of the County Committee, with the exception of the Treasurer, and must be registered members of the Republican Party for the preceding two years. The officers so elected shall hold office for the two-year term provided by law and may be removed without cause, upon a vote of two-thirds of the Members of the County Committee present at the time the motion is made.

B. VACANCIES OF OFFICERS. In case a vacancy shall occur in the office of the County Chair by reason of death, resignation or removal of said Chair, the First Vice-Chair shall immediately succeed to the duties and responsibilities of the Chair and shall, within forty-five (45) days of the occurrence of said vacancy, call a meeting of the County Committee to elect a successor Chair. In the event a vacancy shall occur in any other office, a successor may be elected at any regular or special meeting of this County Committee subsequent thereto. Notice of any such election shall be given as provided in Article IV. The persons so elected shall serve during the unexpired term of the vacated office.

C. DUTIES OF THE CHAIR. The Chair of the County Committee shall call and preside at all meetings of the County Committee and of the Executive Committee. The Chair shall be entitled to cast a deciding vote and may therefore elect to cast or to withhold his or her vote any time in order to break a tie vote or cause a tie vote. The Chair shall appoint the chair of all standing committees except the Finance Committee and the Auditing Committee (each of which shall be chaired as provided in Article V). The Chair shall also be a non-voting ex-officio member of all committees. Upon the Chair receiving notice of a vacancy of a Regular Member, the Chair shall provide written notice to the full County Central Committee with (10) ten days.

D. DUTIES OF THE FIRST VICE-CHAIR. The First Vice-Chair of the County Committee shall, in the absence of the Chair, preside at any meetings of the County Committee and of the Executive Committee and shall perform all duties of the Chair during his or her absence and shall assist the Chair in the business of the County Committee and perform all duties as may be prescribed by the Chair and these rules.

E. DUTIES OF THE SECOND VICE-CHAIR. The Second Vice-Chair of the County Committee shall, in the absence of the Chair and the First Vice-Chair, preside at all meetings of the County Committee or business of the County Committee and shall chair the Finance Committee.

F. DUTIES OF THE SECRETARY. The Secretary of the County Committee shall keep proper records of the proceedings of the County Committee and the Executive Committee, shall conduct or supervise all necessary correspondence and shall carefully preserve such records, circulars,

documents, policies and other materials as may be necessary or useful for the guidance of the County Committee in succeeding campaigns. The Secretary is charged with and held responsible for the safekeeping of all archives, inventories and other records belonging to the County Committee.

G. DUTIES OF THE TREASURER. The Treasurer of the County Committee shall have charge of the collection and custody of all money belonging to the County Committee; shall be an ex-officio member of the Finance Committee; shall keep regular books or accounts; shall, whenever required to do so by the County Committee or the Executive Committee, make an exhibit of the conditions of the Treasury; shall, whenever required to do so by the County Committee, the Executive Committee, the Auditing Committee or the Finance Committee, submit books and records for inspection and examination; and shall comply in all respects with the provisions of state and federal law requiring reports of campaign expenditures. The Treasurer shall submit a financial report, in writing, to the County Committee on a monthly basis.

1. No funds shall be disbursed, nor any checks signed, for payment of any sum in excess of \$1,000.00 unless approved by a majority of a quorum of the Voting Members of the County Committee in attendance at a duly called meeting. No funds shall be disbursed, nor any checks signed, for any amounts in excess of \$100.00, but less than \$1,000.00, unless approved by a majority of the Voting Members of the Executive Committee.

2. Paid invoices and/or receipts shall be filed with the Treasurer for all disbursements of money. Each check shall be signed by the Treasurer, when available, and the Chair. If the Treasurer is not available, the check shall be signed by the Chair and a Vice-Chair who has been authorized by the Executive Committee to sign checks. If the Treasurer has not signed the check he or she shall be notified in writing thereof as soon as possible.

#### ARTICLE IV MEETINGS

A. Regular or special meetings may be either Public or Closed.

1. A Public meeting is open to all members, alternates, ex officio members and guests.

2. A Closed meeting is open only to members, alternates and ex officio members. All

discussions preceding a formal and approved motion are CONFIDENTIAL. Only the Party Chairman or a person or persons designated either by the Chairman or a majority vote of the Executive Board may act as party spokesperson and speak publicly on the content of the meeting. The minutes of a Closed meeting shall contain only the official action(s) taken and no discussion, and shall be included in the official minutes for the meeting.

B. NOTICE OF MEETING. Regular or special meetings of the County Committee may be convened at any time upon the call of the County Chair with ten (10) days' prior written notice to all Voting Members. For purposes of these Articles, "written notice" shall include e-mail as well as U.S. Postal Mail. The County Chair shall call one regular meeting of the County Committee each month except December. If the election of any officer, Executive Committee member, or a Voting Member is to be held as part of the business of a meeting (other than the organizational meeting), the notice of the meeting must state that an election will be held and the office or offices to be filled for the election to be valid.

ARTICLE V  
COMMITTEES

A. COMMITTEES. For the purpose of properly conducting and expediting the work of the County Committee, the following standing committees are hereby created and established, together with such other committees as may be authorized by the Chair:

1. An Executive Committee
2. A Finance Committee
3. A Candidate Development and Endorsement Committee
4. A GOTV Committee
5. A Communications Committee
6. A Voter Registration Committee
7. An Audit Committee

Except as otherwise provided below for the Executive Committee, the Finance Committee and the Audit Committee, the chair and members of all committees shall be appointed by and serve at the pleasure of the Chair of the County Committee. The chair of each standing committee named herein shall be a Regular Member of the County Committee; provided that if no Regular Member agrees to serve, an Alternate Member (of either Regular or Ex-Officio Member) may be named subject to the approval of the full County Committee.

B. EXECUTIVE COMMITTEE. The Executive Committee of the County Committee shall consist of the officers of the County Committee and two at-large Voting Members of the County Committee, which two at-large Voting Members shall be elected by the membership of the County Committee. The day-to-day executive powers of the County Committee shall be vested in and exercised by the Executive Committee, subject to such restrictions or requirements as the County Committee shall from time to time establish. It shall also be the duty of the Executive Committee to review proposed resolutions and to afterward forward the same with its recommendations for action by the County Committee at the meeting following the meeting at which each proposed resolution is first submitted. The Executive Committee shall establish and oversee training programs to assist the membership in carrying out their duties. Unless the Treasurer is a member of the County Committee, the Treasurer shall not have a vote on the Executive Committee or County Committee. Four (4) members of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee shall meet as often as may be deemed necessary by its Chair.

C. FINANCE COMMITTEE. The Finance Committee shall be chaired by the Second Vice Chair of the County Committee and consist of not fewer than three (3) Voting or Alternate Members of the County Committee and may include such additional persons as may be determined in the discretion of the Chair of the County Committee. It shall be the duty of the Finance Committee to develop and present for approval by the County Committee an annual budget and a fund-raising plan for the County Committee. The Finance Committee shall submit such reports of its activities and transactions to the County Committee from time to time and in such form and detail as the County Committee may require.

D. CANDIDATE DEVELOPMENT AND ENDORSEMENT COMMITTEE. The Candidate Development and Endorsement Committee shall consist of not fewer than three (3) Voting or Alternate Members of the County Committee, and may include such additional persons as may be determined in the discretion of the Chair of the County Committee. It shall be the duty of the Candidate Development and Endorsement Committee to recruit candidates to seek elective office and/or appointment to boards or commissions at all levels of government and to interview candidates and make recommendations to the Executive Committee regarding endorsements. The Candidate Development and Endorsement Committee shall submit such reports of its activities to the Executive Committee and County Committee from time to time and in such form and detail as the Executive Committee and County Committee may require.

E. PRECINCT COMMITTEE. The Precinct Committee shall consist of not fewer than three (3) Voting or Alternate Members of the County Committee, and may include such additional persons as may be determined in the discretion of the Chair of the County Committee. It shall be the duty of the GOTV Committee to arrange and co-ordinate all precinct and get out the vote activity of the County Committee as may be necessary at the time of each general election and such other special elections which the County Committee is authorized to supervise and control. The GOTV Committee shall submit such reports of its activities to the County Committee from time to time and in such form and detail as the County Committee may require.

F. COMMUNICATIONS COMMITTEE. The Communications Committee shall consist of not fewer than three (3) Voting or Alternate Members of the County Committee, and may include such additional persons as may be determined in the discretion of the Chair of the County Committee. It shall be the duty of the Communications Committee to handle all publications and public relations which the County Committee may authorize. The Communications Committee shall submit such reports of its activities to the County Committee from time to time and in such form and detail as the County Committee may require.

G. VOTER REGISTRATION COMMITTEE. The Voter Registration Committee shall consist of not fewer than three (3) Voting or Alternate Members and may include such additional persons as may be determined in the discretion of the Chair of the County Committee. It shall be the duty of the Voter Registration Committee to assist the Voter Registration Chairman in arranging and coordinating all voter registration activities, including the procurement of volunteers, the training of volunteers, scheduling volunteers for registration sites, reserving sites and events for voter registration, and completing bounty forms and recap reports for the California Republican Party. The Voter Registration Committee shall report its activities and progress to the County Committee at each regular meeting.

H. AUDIT COMMITTEE. The Audit Committee shall consist of not fewer than three (3) Regular Members of the County Committee who are not members of the Executive Committee. The Chair of the Audit Committee shall be appointed by the Chairman of the County Committee no later than three (3) months after the organizational meeting and shall serve through the current term of the County Committee. The chair of the Audit Committee shall appoint the other members of the Audit Committee who shall also serve the same term. The Audit Committee shall audit all records of income and expenses for the County Committee. Audits shall verify that expenditures from the County Committee treasury are authorized in the approved budget or in the County Committee minutes. The Audit Committee shall give a written report to the County Committee in February and in November in the second year of the County

Committee term. The report shall state in its finding as to whether or not the County Committee treasury is in compliance with these Articles. The Audit Committee shall not be responsible or accountable for the County Committee legal filing requirements or any other duties not described herein.

## ARTICLE VI REPUBLICAN ASSOCIATES

The Republican Associates are non-voting members of the County Committee but are eligible for appointment by the Chair of the County Committee to serve on all committees except the Executive Committee and the Audit Committee. To qualify as a Republican Associate, an individual must be a registered Republican in Fresno County, have paid the minimum annual dues prescribed by the County Committee, and meet such other qualifications as shall be prescribed from time to time by the County Committee. The purpose of the Republican Associates is to provide an important base of volunteer and financial support to the County Committee.

## ARTICLE VII PROXIES

Subject to the limitation hereinafter set forth, voting by proxy shall be expressly permitted at any meeting of the County Committee. Proxies shall be in writing, shall be signed by the Voting Member whose vote is subject to the proxy and shall be submitted to the Chair (or acting chair) prior to the meeting at which such proxy is to be exercised. Any such proxy may be given only for a specific meeting, but may be sufficiently broad to include all the business to come before that meeting. No proxy may be granted except by a Regular or Ex-Officio Member in good standing of the County Committee, and may be exercised only by a Regular or Ex-Officio Member other than the Chair. No person may hold or vote more than one proxy per meeting. If a proxy is given, its holder shall have precedence over the Voting Member's Alternate at the meeting for which it applies.

## ARTICLE VIII QUORUM

A quorum for the purpose of regular business shall consist of thirty-three percent (33%) of the current Voting Members serving on the County Committee. In the absence of any Regular or Ex-Officio Member, his or her Alternate Member and or properly executed proxy shall be included in any count to determine whether a quorum is present. For the purpose of any election of an officer, Executive Committee member, or filling the vacancy of a member of the Committee, a quorum of fifty percent (50%) of the Voting Members must be present.; except that the requirement of a fifty percent (50%) quorum shall not apply to the organizational meeting of the Committee, which shall instead be governed by the standard thirty-three percent (33%) of the current Voting Members of the County Committee.

## ARTICLE IX MANDATORY ATTENDANCE

a) It shall be mandatory for the duly elected and qualified Voting Members of the County Committee to attend all regular meetings. Any Voting Member, other than an Ex-Officio Member, who misses four (4) regular meeting within one twelve (12) month calendar year period shall be removed

from the County Committee. The attendance of an Alternate Member in the appointing Voting Member's stead, as provided in Article II of these Articles, shall not constitute attendance of the Regular Member. The designation of a proxy as provided in Article VII of these Bylaws shall not excuse the absence of a Voting Member or relieve such Voting Member of the intent or consequence of this Article.

b) Upon the fourth absence in one (12) twelve month calendar year period , the member shall automatically be removed from the County Central Committee and a notice shall be given by the chair within (10) ten days.

## ARTICLE X RULES OF ORDER

The most current edition of Robert's Rules of Order, Newly Revised, shall prevail at all meetings where not in conflict with these Articles.

## ARTICLE XI REMOVAL

A. GROUND FOR REMOVAL. The County Committee may remove any Voting or Alternate Member, other than an Ex-Officio Member, who, during his or her term of Membership, affiliates with, or registers as a member of another party, or who allows his or her dues to become delinquent, or who publicly advocates that the voters should not vote for the nominee of the Republican party for any office, or who gives support or avows the preference for a candidate who is a registered voter of another party or a candidate who is opposed to a candidate nominated by the Republican Party. In addition, the County Committee may remove any Regular Member who, during the term that such person was a Member-Elect to this Committee, publicly advocates that the voters should not vote for the nominee of the Republican Party for any office, or who gives support or avows the preference for a candidate who is a registered voter of another party or a candidate who is opposed to a candidate nominated by the Republican Party.

B. PROHIBITED CONDUCT. The term "give support or avows the preference for a candidate who is a registered voter of another party" as used in Section A of this Article includes: (i) Allowing such candidate to use his or her name for campaign media, advertising or in written campaign materials; (ii) purchasing of advertising for such a candidate; (iii) endorsing such other candidate in preference to a candidate of the Republican Party; (iv) donating money or services to such other candidates, and (v) anyone who runs as or publicly supports a write-in candidate in opposition to a Republican nominee.

C. PROCEDURES FOR REMOVAL. No Voting or Alternate Member of the County Committee may be removed unless: (i) a written complaint is filed with the Chair specifying the alleged violation of Section A of this Article and a true copy thereof is served by the Chair by registered mail or personally on the Member charged at least ten (10) days prior to the time the County Committee considers the complaint; and (ii) the County Committee thereafter votes by a two thirds (2/3) vote at a meeting at which a quorum is present, to remove said Member.

D. REMOVAL OF OFFICERS. An officer may be removed without cause, upon a vote of two-thirds of the Members of the County Committee present at the time the motion is made. Any motion to remove an officer must be made by the Executive Committee. Before making such a motion, the Executive

Committee shall ask the officer to resign. Such request shall be made at a meeting of the Executive Committee with the officer present, if possible. If the officer refuses to immediately resign, the Executive Committee may make a motion to remove the officer. The Executive Committee shall give Members of the County Committee thirty (30) days notice that a motion to remove the officer will be made.

## ARTICLE XII AMENDMENTS

These Articles may be amended by a sixty percent (60%) vote of a quorum present at any meeting of this County Committee provided, however, that prior notice including proposed changes to these Articles shall be given in writing to each Voting Member of the County Committee not less than thirty (30) days before the meeting at which such order of business shall be considered. Furthermore, these Articles may not be amended by a new Committee any sooner than the first regular meeting following its organizational meeting.

## ARTICLE XIII FORMATION OF A NEW COMMITTEE

- A. **TERM OF OUTGOING COMMITTEE.** This County Committee shall remain in office until the organizational meeting of the new County Committee. The newly-elected members of the County Committee shall assume office at the organizational meeting in January.
- B. **ORGANIZATIONAL MEETINGS.** An organizational meeting of each new County Committee shall be held at a place and time during January of each odd numbered year, selected at the regular November meeting of the preceding County Committee. The outgoing Chair of this County Committee shall preside over the organizational meeting of this County Committee. If the outgoing Chair is unable or unwilling to preside over such organizational meeting, then the organizational meeting shall be presided over by the outgoing First Vice-Chair, Second Vice-Chair, Secretary, or Treasurer, whichever of them shall be able and willing to preside over such organizational meeting, and in the order of priority in which their office is listed above. The person so presiding shall call the meeting to order and immediately proceed with the election of the incoming Chair, who shall in turn immediately proceed with the election of other officers. The County Committee may then proceed to fill vacancies among its members and with any other business.
- C. **INSPECTORS OF ELECTION.**
1. By the regular November meeting in advance of any organizational meeting, the Executive Committee of the outgoing County Committee shall appoint three (3) inspectors of election to act at the organizational meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the person presiding over the organizational meeting may, and on the request of any Member shall, appoint inspectors of election (or persons to replace those who so fail or refuse) at the organizational meeting.
  2. The inspectors of elections shall determine the number of duly elected Voting

Members, the existence of a quorum and the validity of any Alternates designated by an Ex-Officio Member, receive votes, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes, determine the result and do such acts as may be proper to conduct the election.

3. The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. The decision, act or certificate of a majority of the inspectors is effective in all respects as the decision, act or certificate of all.

#### ARTICLE XIV

#### INDEMNITY

The County Committee shall indemnify and hold harmless its officers, staff, Executive Committee and members from any monetary judgment, fine or penalty, including costs of suit and reasonable attorneys' fees resulting from any authorized official acts or omissions of the officer, staff, Executive Committee or member, except when involving intentional, grossly reckless or grossly negligent acts or omissions arising from activity of the officer or committee member on behalf of the Committee. The County Committee shall maintain insurance to cover said indemnification, to the extent feasible and practical.

#### CERTIFICATE OF SECRETARY

The undersigned hereby certifies as follows:

1. That I am the duly elected and acting Secretary of The Republican Central Committee of Fresno County; and
2. That the foregoing Articles of Association were duly adopted in amended and restated form by action of the Republican Central Committee on June 21, 2010.

DATED: November 30, 2015

          /s/ Karen Turgeon            
KAREN TURGEON, Secretary