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LD 23 Republican Committee
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December 15, 2016

Robert Graham
Arizona Republican Party
3501 North 24th Street
Phoenix, AZ 85016

Dear Robert,

This letter is being sent to you in response to your letter of December 9, 2016 regarding the recent election of the state committee nominees from LD23. Your expression of concern about the rights of our precinct committeemen is delightful but unnecessary.

As to the "dozens of credible complaints" that you have allegedly received, please provide an exact number and unredacted copies of each complaint for my review so that I may properly address each bona fide complaint. I am sure that you have retained your usual impeccable records concerning matters of this sort and can easily and promptly provide such information.

However, as an overall point regarding your concerns, ARS §16-825 stipulates that "state committeemen shall be chosen at the first meeting of the **county committee** from the committee's elected membership." Hence, the election of state committeemen is a county function and is beyond the oversight of the AZ GOP. **You have no authority in this matter.**

E-mail

As to your concern that insufficient notice of our organizational meeting was provided to our PCs, I would respectfully point out that Section VI(6) of the District 23 Republican Committee Bylaws (the "LD23 Bylaws") expressly requires that "[a]n official call to meeting and a proxy form shall be sent to each elected PC by e-mail (with confirmed receipt)...a minimum of ten (10) days prior to the Organizational Meeting." There is **no exception** in our by-laws for the use of the United States Postal Service for

notification of elected PCs for whom we have e-mail addresses. Notice to our elected precinct committeemen was in fact e-mailed prior to the beginning of the 10-day notice period and was simultaneously mailed by USPS to newly elected PCs for whom no e-mail address was available. Whether the receiving PC acted on the notice is not relevant to your concerns.

I would also point out that Definition #13 of the MCRC bylaws (the "County Bylaws") expressly states that the term "mail" "shall mean mail or mailed by postal service or email." Further, Section 1C expressly states that the Secretary of the MCRC shall "mail" written notice prior to the statutory meeting. Hence, the MCRC permits e-mail notice to the county statutory meeting.

Further, Section III(A)(2) of the Arizona Republican Party Bylaws is required to "mail" notice 10 days prior to the state statutory meeting, **but does not define "mail" to preclude e-mail**. Hence, there is no indication that the use of e-mail for this purpose is, or ever was, improper at the AZGOP level.

Furthermore, the Definitions section of the Arizona Revised Statutes does not define the term "mail" to be limited only to mail via the United States Postal Service. Nor is there any court precedent in the State of Arizona that restricts the term "mail" to necessarily mean only mail via the United States Postal Service.

Therefore, because the LD23 Bylaws require e-mail, the County Bylaws permit the use of e-mail, and because both of the State Bylaws and the Arizona Revised Statutes do not proscribe the use of e-mail for notice for organizational meetings, the use of e-mail for notification is proper. In fact, the MCRC is e-mailing the notice for their January meeting. Hence, your concern about this issue is thoughtful but completely wrong. It is merely your opinion.

Further, given your apparently heartfelt concern for the rights of our precinct committeemen, I am sure you would not have been remiss in your duties and overlooked an unlawful or an unfair bylaw at the county and district level for so long. I would hate to think that you were asleep at the switch if the use of e-mail was in fact improper, which it is not.

Unless you can provide me with controlling legal authority to support your diktat that the use of e-mail for notification of an Organizational Meeting is unlawful, you should not worry yourself about your dropping the ball here concerning our bylaws. Any complaints concerning the use of e-mail for notification are clearly invalid and may be disregarded.

Proxies

In regard to the use of proxies, Section (VIII)(1) of the LD23 Bylaws expressly states that PCs may vote by proxy for state committeemen. Sub-section VIII(4)(C)(2) states "that nominations from the floor

shall be entertained (**any such nominee shall be present**).” Hence, the LD23 Bylaws provide for voting by proxy but **do not provide for** nominating PCs by proxy when the person being nominated is not present. This provision of our bylaws was the specific intent of the PCs of LD23 when the LD23 Bylaws were adopted in May 2015. It was adopted in order to curb the improper practice of nominating PCs that did not want the position and were not present to object. If you want the position, you must be present to make your case.

In our Organizational Meeting this month, one PC moved to place his absent wife’s name in nomination via her proxy. The Chair ruled the motion violated the above discussed sections of the LD23 Bylaws. The movant appealed the decision of the Chair and was soundly defeated by a near unanimous standing vote by the body of 202 PCs present in person or by proxy. Contrary to your assertions, this matter was handled properly and professionally.

Further, the County Bylaws provide the PC’s shall meet, nominate, and vote by proxy. However, The County Bylaws are silent as to whether one PC may nominate a non-present PC from the floor by virtue of the absent PC’s proxy. Given that the County Bylaws are silent, Robert’s Rules of Order, Ch. 13, §45 (11th ed.) states a proxy is for voting **only**.

Furthermore, Section III(E) of the State Bylaws refers only to state committeemen and does not address this issue. However, Section III(E) gives state committeemen the ability to merely **vote** by proxy. It does not give a proxy-holder, the ability to **nominate** the proxy giver to office from the floor. In fact, the approved proxy form included in the State Bylaws expressly gives the proxy-holder only the right to vote for the proxy-giver. It does not even imply that the proxy holder can nominate the absent proxy-giver from the floor.

Because the County Bylaws are **silent** as to whether a proxy holder may nominate an absent party from the floor, LD23 retains the right to make that restriction in order to curb known proxy abuses that have been experienced in past elections across the state. In fact, Section IV(E) of your own State Bylaws go even further and completely prohibit nominations to fill vacancies on the National Committee from the floor. Hence, restrictions are not improper by your own bylaws. Since all proxies were counted in the LD23 vote for properly nominated state committeemen, there was no fault in the LD23 election procedure either.

Further, I would point out that the LD23 Bylaws were adopted in May 2015. I would hate to think that you were asleep at the switch concerning this issue for 18 months and that your sudden epiphany here is again belated. Unless you can point to any legitimate controlling legal authority, other than your opinion that requiring persons nominated from the floor to be physically present is unlawful, you should

again not worry yourself about your dropping the ball here also. Any complaints along these lines are clearly invalid and may be disregarded.

Filling of Vacancies

In regard to filling vacancies of state committeemen in counties with populations over 500,000, Section II (C) of the State Bylaws gives the State Chairman the power to fill these vacancies **but only** with the consent of **both** the current chairman of LD23 and the current Chairman of the MCRC. I hereby deny my consent to any replacement chosen by the State Chairman for State Committeemen from LD23 unless it is received from me in writing.

In conclusion Robert, I respectfully submit that the AZGOP chairman does not have the authority to void any LD election, particularly by fiat and without investigation and due process. Please cite me controlling legal authority to the contrary. The entire AZ GOP would be interested to learn how or where you might have stumbled across this imperial power. Even if you had acquired these powers by virtue of a pen or by phone, you have not reviewed our records or even provided LD23 an opportunity to rebut your "dozens of complaints," which I demand to see unredacted. The utter lack of due process and the ex post facto proclamation here is appalling. It resembles a Democrat Party junta and suggests that you have an ulterior motive. I wonder what that motive could be? Please explain.

Further, your suggested new election would necessarily have to be held outside the statutory window pursuant to ARS §16-823 and therefore would violate state law. This has been confirmed by the County Chairman. Thus, you are in fact suggesting in your letter that LD23 should violate state law. On the contrary, LD23 has followed the law. What were you thinking?

Based on the combined Bylaws of the LD23, the MCRC, the AZGOP, and the Arizona Revised Statutes, the election at LD23 of state committeemen nominees was conducted properly. Notice was served prior to the 10-day point by e-mail to established PCs and by USPS mail to those that were new or for whom e-mail addresses were not available. Our elections are governed by our bylaws. Our elections are neither governed by your bylaws nor based upon your unsupported allegations or opinions.

As to the nominations from the floor, the LD23 Bylaws expressly do not permit nominations from the floor when the person being nominated is not present to confirm that they want the post or are willing to carry out the duties thereof. The MCRC Bylaws and AZGOP Bylaws only address **voting by proxy** and do not address nominating PCs from the floor that are not present. A proxy is NOT a general power of

attorney, only a limited power of attorney to cast a vote. No **votes** by proxy were disallowed and you did not allege so.

Because you have no personal authority to disenfranchise 119 properly nominated state committeemen, because you have presented no evidence of any of the “dozens of complaints” that you merely allege even exist or are credible, and because you have not even feigned to have engaged in any sort of due process to establish any facts, you cannot nullify our election. Nor can you appoint replacements without my consent and that of the MCRC Chairman. Hence, I reject your letter of December 9, 2016 as baseless and will proceed to submit our state committee nominees to the MCRC for certification.

In view of the facts, bylaws and statutes discussed above, please immediately provide me with a letter rescinding your letter of December 9, 2016, acknowledging that the LD23 election of state committeemen was in fact valid, and acknowledging that none of you, your officers, your committee chairmen or any other agent of yourself or the AZGOP will interfere with the credentialing, seating or voting of the LD23 nominees for state committeemen elected December 1 for state statutory meeting.

As always, I am looking forward to seeing you in January.

Best Regards,



Nancy Ordowski
Chairman
Legislative District 23