

**AMENDED AND RESTATED ARTICLES
OF INCORPORATION AND CONSTITUTION OF
THE ARIZONA LIBERTARIAN PARTY, INC.**

**Initial Approval, as Amended and Restated Articles, Adopted by the
State Committee of the Arizona Libertarian Party, Inc. on January 23, 1999.**

**Final Approval, as Amended and Restated Articles, Adopted by the
Board of Directors of the Arizona Libertarian Party, Inc. on August 31, 1999.**

PREAMBLE

KNOW ALL MEN AND WOMEN BY THESE PRESENTS:

We, the members of the Arizona Libertarian Party, Inc., hold that the only legitimate function of government is the protection of individual liberty and individual rights.

We declare that the Arizona Libertarian Party, Inc. is a political party under and pursuant to the laws of the State of Arizona, and we pledge our Party to work by all peaceful means to eliminate the interference by government in the voluntary and contractual relationships among individuals.

To limit our liability and further protect our rights, we have this day associated ourselves together for the purpose of perpetuating the Arizona Libertarian Party, Inc. as a nonprofit corporation under and pursuant to the laws of the State of Arizona and for that purpose do hereby adopt this Constitution as the amended and restated Articles of Incorporation of our corporation, namely: **ARIZONA LIBERTARIAN PARTY, INC.**

ARTICLE I: Name and Organization.

A. Name: The name of this organization, which is a political party and a nonprofit corporation under and pursuant to the laws of the State of Arizona as they may be amended from time to time, shall be: ARIZONA LIBERTARIAN PARTY, INC., hereinafter also referred to in this Constitution as "the Party".

An act by the Board of Directors of the Party shall not be sufficient to change or modify any part, including the phrase "Inc.", of the name of this organization. Only the voting Class C Members of the Party, by amending this Constitution as described in Article IX below, may change or modify the name of this organization.

B. Organization: The Arizona Libertarian Party, Inc. is a nonprofit corporation as defined by Title 10, Chapters 24 through 40, Arizona Revised Statutes. The Party is also a political party as defined by Title 16, Chapters 1 through 8, Arizona Revised Statutes and Title 19, Chapters 1 through 2, Arizona Revised Statutes.

The State Committee of the Party, as defined by Title 16, Chapter 5, Article 2, Arizona Revised Statutes is a political committee of a political party as defined by Title 16, Chapter 6, Arizona Revised Statutes. By an act of the Board of Directors of the Party, the State Committee of the Party, representing the Party as a whole, may also become a Federal political committee operating under the Federal election laws of the United States.

The affiliated county committees of the Party, as defined by Title 16, Chapter 5, Article 2, Arizona Revised Statutes are also political committees of a political party as defined by Title 16, Chapter 6, Arizona Revised Statutes.

The affiliated legislative district committees of the Party, as defined by Title 16, Chapter 5, Article 2, Arizona Revised Statutes are also political committees and political organizations as defined by Title 16, Chapter 6, Arizona Revised Statutes.

Should the above referenced Arizona Revised Statutes be amended or renumbered, the Board of Directors of the Party is authorized to amend or to restate these Articles of Incorporation with the relevant amendments or renumbering to the Arizona Revised Statutes.

ARTICLE II: Character of Affairs, Purposes, and Principles.

A. Character of Affairs and Purposes: The character of affairs of the Arizona Libertarian Party, Inc. shall be to exist as a political party and to conduct any and all related political activities. The purpose for which the Party is organized as a nonprofit corporation is to limit the liability of its members and to transact any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. Furthermore, the Party is organized for the purpose of electing Libertarians to offices within the State of Arizona and to support the general goals and principles of the national Libertarian Party.

B. Principles: The Party shall support the principles of self-ownership, individual autonomy, and personal accountability. In addition, the Party holds that all individuals have the right to exercise sole dominion over their own lives and property and have the right to live in whatever manner they choose, so long as they do not forcibly interfere with the equal rights of others to live in whatever manner they choose.

ARTICLE III: Powers of the State Committee of the Party.

This Constitution, under its authority as the amended and restated Articles of Incorporation of the Arizona Libertarian Party, Inc., confers to the State Committee of the Party, as defined by Title 16, Chapter 5, Article 2, Arizona Revised Statutes, the power to amend this Constitution, the power to adopt and to amend Bylaws for the Party's operation and the power to elect the Board of Directors of the Party. Furthermore, by the authority of and as defined in Title 16, Chapter 5, Article 2, Arizona Revised Statutes, the State Committee of the Party shall have the power to elect the members at large of the statutorily defined Executive Committee of the Party, and the power to elect the statutory officers of the Party who shall be: 1) the State Chairman, who is the Chief Executive Officer of the Party, 2) the State Secretary of the Party, and 3) the State Treasurer, who is the Chief Financial Officer of the Party.

ARTICLE IV: Membership of the Party and Duties of Members.

The Arizona Libertarian Party, Inc. shall have three classes of members. These three classes of members shall not be personally liable for the acts, debts, liabilities, or obligations of the Party. The three classes are:

A. Registered Libertarians: All registered Libertarians, as they are defined and provided for under Title 16, Chapter 1, Arizona Revised Statutes, shall be Class A Members of the Party.

It shall be the duty of Class A Members of the Party to elect Libertarian county precinct committeemen in those counties within the State of Arizona where the election of Libertarian county precinct committeemen is legally allowed at the primary election.

B. County Precinct Committeemen: Libertarian county precinct committeemen chosen under the procedures defined in Title 16, Chapter 5, Article 2, Arizona Revised Statutes, shall be Class B Members of the Party.

In those counties within the State of Arizona that allow for the election and appointment of Class B Members of the Party, the Class B Members shall constitute the various county committees of the Party. Furthermore, along with their officers, these county committees shall automatically be the recognized county affiliates of the Arizona Libertarian Party, Inc.

If Class B Members of the Party residing within a given legislative district choose to organize a legislative district committee, as outlined in Title 16, Chapter 5, Article 2, Arizona Revised Statutes, then along with its officers, that legislative district committee shall automatically be the recognized affiliate for its legislative district of the Arizona Libertarian Party, Inc.

It shall be the duty of Class B Members of the Party to elect the state committeemen of the Party.

C. State Committeemen: Libertarian state committeemen chosen under the procedures defined in Title 16, Chapter 5, Article 2, Arizona Revised Statutes, shall be Class C Members of the Party.

Class C Members of the Party shall constitute the State Committee of the Arizona Libertarian Party, Inc. Furthermore, Class C Members shall be the voting members of the Party and each Class C Member shall have one vote.

It shall be the right and duty of Class C Members to vote to amend this Constitution, to vote on adoption of and amendments to the Bylaws, to vote in elections for members of the Board of Directors, to vote for the members at large of the statutorily defined Executive Committee of the Party, and to vote for the statutory officers of the Party.

ARTICLE V: Action by Written Consent Equivalent to Action by Written Ballot.

As provided for in Arizona Revised Statute 10-3 704, Class C Members of the Party may approve, by written consent, any action required or permitted by Title 10, Chapters 24 through 40, Arizona Revised Statutes without a meeting of Class C Members of the Party.

Should members of the State Committee of the Party, the Board of Directors, or one of the officers of the Party ask for approval of a measure by written consent, that measure shall require for approval the same amount of voting power as required under Arizona Revised Statute 10-3708 governing actions by written ballot in the absence of an annual, regular, or special meeting of Class C Members of the Party. Furthermore, whenever possible, the procedure

for obtaining written consent from Class C Members of the Party shall be the same as the procedure for action by written ballot as outlined in Arizona Revised Statute 10-3708.

ARTICLE VI: The Board of Directors of the Party.

There shall be at least seven members but no more than twenty seven members of the Board of Directors of the Arizona Libertarian Party, Inc. Members of the Board of Directors shall be residents of the State of Arizona and shall be state committeemen of the Party. The statutory officers of the Party, as defined in Article II above, shall always be members of the Board of Directors.

The Bylaws of the Party shall specify the number and composition of members of the Board of Directors, their manner of election, their terms of office, their method of replacement due to vacancies, and their method of removal for cause.

Furthermore, the Bylaws of the Party may establish other nonstatutory elected officers of the Party who shall always be members of the Board of Directors. The Bylaws of the Party shall also establish a succession due to vacancies for the officers of the Party, and the Bylaws shall establish the general powers of the Board of Directors and the specific powers of the officers.

ARTICLE VII: Limitation of Liability and Indemnification of the Members of the Board of Directors.

To the fullest extent permitted by the laws of the State of Arizona, as they may be amended from time to time, no director shall be held liable to the Party or its members for monetary damages for breach of fiduciary duty as a director, and the Party shall indemnify each of its directors for liability to any person for any action taken, or any failure to take any action, as a director.

ARTICLE VIII: Precedence of Law.

The Arizona Libertarian Party, Inc. shall follow Title 10, Chapters 24 through 40, Title 16, Chapters 1 through 8, and Title 19, Chapters 1 through 2, Arizona Revised Statutes. In addition, the laws of the State of Arizona and of the United States of America shall take precedence over any portion of this Constitution or any portion of the Bylaws with which these laws conflict.

ARTICLE IX: Amendments to this Constitution.

The Board of Directors or any state committeeman (Class C Member) of the Party may propose amendments to this Constitution which shall be voted on at any annual, regular, or special meeting of the State Committee of the Arizona Libertarian Party, Inc. Arizona Revised Statute 10-11003 shall govern the procedure for calling a meeting for Class C Members to vote on a proposed Constitutional amendment, and under Arizona Revised Statute 10-3705, the State Chairman or acting State Chairman of the Party or the State Secretary of the Party shall provide notice of this meeting to the Class C Members of the Party. Under Arizona Revised Statute 10-3706, a Class C Member may waive his rights to notice of this meeting.

The state committeemen (Class C Members) of the Party may also vote on a proposed Constitutional amendment by written consent or written ballot, in which case Article V of this Constitution shall govern voting procedure. Under Article V, the State Chairman or acting State Chairman of the Party or the State Secretary of the Party shall provide a written ballot to every Class C Member entitled to vote on the amendment.

Except for the permitted amendments specified in this Constitution and specified in Arizona Revised Statute 10-11002 which shall allow the Board of Directors to adopt only limited technical amendments to this Constitution, the enduring importance of this Constitution requires that it may be amended only by a vote of three-quarters (3 /4) of the state committeemen (Class C Members) of the Arizona Libertarian Party, Inc. voting, and when this vote is taken, a special quorum shall be in effect which requires two-thirds (2/3) of all state committeemen serving on the State Committee of the Party to cast ballots on any proposed amendment. When voting to amend this Constitution, proxy voting is not allowed by members of the State Committee of the Party.

Upon ratification of a proposed amendment, that amendment to this Constitution shall take effect immediately.

Finally, should the members of the State Committee of the Party vote to approve an amendment to this Constitution, the Board of Directors of the Party shall file that amendment as amended or restated Articles of Incorporation of the Party where the Board of Directors shall follow the procedures outlined in Arizona Revised Statutes 10- 11006 and 10-11007.