

## **COLORADO REPUBLICAN SECOND CONGRESSIONAL DISTRICT CENTRAL COMMITTEE BY-LAWS**

### **ARTICLE I ORGANIZATION AND PURPOSE**

1.1.1 Name: The name of this organization shall be the Colorado Republican Second Congressional District Central Committee, hereinafter referred to as the "Committee".

#### *1.2 Organizational Structure.*

The Committee is organized as an unincorporated political organization within the meaning of and pursuant to Section 527 of the Internal Revenue Code of 1954 (or under corresponding provisions of any future United States Internal Revenue Law) and applicable Federal, State and County election laws.

#### *1.3 Primary Purpose.*

The Committee shall function primarily for the purposes of achieving the objectives of the Republican Party and electing qualified individuals to the U.S. Congress, Colorado Board of Education, and Board of Regents of the University of Colorado from the Second Congressional District of Colorado (the "District").

### **ARTICLE II POLICY**

2.1 The laws of the State of Colorado applicable to party organizations and party central committees are incorporated by reference and shall supersede any provision of the bylaws that is, or may be, in conflict therewith.

2.2 All reference to the male includes the female, and the masculine pronoun includes the feminine.

### **ARTICLE III MEMBERSHIP**

3.1 *Members.* The membership of the Committee shall consist of the following:

(1) Chairman, First Vice-Chairman, Second Vice-Chairman and Secretary of the Committee.

(2) Chairman, Vice-Chairman and Secretary of each of the Republican County Central Committees entirely or partially within the District.

(3) The elected Republican Second Congressional representative in Congress.

(4) The elected Republican Second Congressional member of the Board of Education.

(5) The elected Republican Second Congressional member of the Board of Regents.

(6) The elected Republican State Senators and Representatives who reside within the District.

(7) Two additional "bonus members" from each county, or portion of county, within the District, that polled 10,000 votes at the last preceding general election for the Republican candidate for governor of Colorado, or the Republican candidate for President of the United States and two additional "bonus members" for each additional 10,000 votes or major portion thereof so polled in such county or portion

of county. The bonus members shall reside within the District and be elected at the county organizational meetings by those members of the applicable county central committees residing within the District. Bonus member vacancies shall be filled by the county entitled to make the original selection, in accordance with the county's bylaws.

(8) Such other members as may be provided for by the State Republican Central Committee Bylaws.

*3.2 Membership Qualifications.* All members, except the elected officers of the counties lying partially within the District and the elected Second Congressional representative, must reside within the boundaries of the District and within the county they represent and must be registered to vote as Republicans for the two months immediately preceding the time of their election or appointment and throughout the period of their membership. The elected officers of the Committee shall serve as the Credentials Committee for the purpose of determining the qualification of any person to serve as a member of the Committee

*3.3 Vacancies.* A vacancy in membership shall exist in the event of a member's ineligibility, death, resignation, removal or inability to serve. Any vacancy in the membership of the Committee shall be filled in the manner provided by law in the case of elected officials and as provided in the bylaws of the respective county central committees for county officers and bonus members.

## **ARTICLE IV OFFICERS OF THE COMMITTEE, EXECUTIVE COMMITTEE, AND COMMITTEES**

### *4.1 Elected Officers Term and Qualifications.*

The elected officers of the Committee shall be a Chairman, First Vice-Chairman, Second Vice-Chairman and Secretary. The elected officers shall be registered Republicans at least one year immediately prior to their election as shown by their registered records and shall have resided within the District at least one year immediately prior to their election. The elected officers of the Committee shall be entitled to vote and otherwise participate in Committee deliberations. The elected officers of the Committee shall assume their duties upon their election at the organizational meeting, or at such subsequent meeting that may be called to fill a vacancy, and shall serve for a term of two years or until their successors are elected or appointed and qualified to serve.

### *4.2 Representative to State Executive Committee.*

The Chairman of the Committee shall also serve as Representative to State Executive Committee.

### *4.3 Appointed Officers.*

The appointed officers of the Committee shall be such additional officers, including a Treasurer, as the Chairman may deem necessary to serve the best interests of the Committee. Appointed officers shall serve at the pleasure of the Chairman and shall satisfy the qualifications of a Committee member as defined in section 3.2 of these bylaws.

#### *4.4.1 Duties of Chairman.*

The Chairman, as the chief executive officer

of the Committee, shall perform such duties and have such powers as are incident to the Office of Chairman. In addition, the Chairman shall:

(1) Preside at all meetings of the Committee, Executive Committee, Credentials Committee, and Vacancy Committee.

(2) Observe and enforce the bylaws and rules of the Committee

(3) Assure that all orders and resolutions of the Committee, Executive Committee, and the Second Congressional District Assembly/Convention (the "District Assembly") are followed.

(4) Serve as a member of all committees of the Committee and committees of the District Assembly by reason of holding the office of Chairman.

(5) Call meetings of the Second Congressional District Republican Vacancy Committee (the "Vacancy Committee").

(6) Serve as Chairman of the District Assembly.

(7) Perform such other duties as the Committee or District Assembly may assign or as may be required by law.

(8) Appoint a Treasurer.

(9) Appoint a bylaws committee and such other committees as deemed advisable.

(10) Serve as Representative to State Executive Committee

#### *4.5 Duties of Vice-Chairmen.*

The First Vice-Chairman shall assist the Chairman in the execution of his or her

duties. In addition, the First Vice-Chairman shall:

(1) Exercise the powers and assume the duties of the Chairman in the absence or inability to perform of the Chairman, except that the First Vice-Chairman shall not have the power to make any appointments.

(2) First Vice-Chairman shall serve as a member of the Credentials Committee of the Committee.

(3) Second Vice-Chairman shall serve as a member of the Teller Committee.

(4) Perform such other duties as the Committee, Chairman, or District Assembly may assign

*4.6 Duties of Secretary.* The Secretary shall perform such duties and have such powers as are incidental to the office of Secretary, including the duty and power to give written notice of all Committee, District Assembly, and Vacancy Committee meetings, to attend all such meetings and keep a written record of the proceedings, and to be custodian of the records of the Committee, District Assembly, and Vacancy Committee. The Secretary shall also maintain a current list at all times of all members and officers of the Committee and District Assembly. In addition, the Secretary shall:

(1) Provide to the Chairman, at least three days prior to the convening of a District Assembly, a temporary roll of the delegates and alternates entitled to participate in such Assembly. The roll shall be prepared from the credentials of uncontested delegates and alternates to the District Assembly.

(2) Serve as Secretary to all Committee, District Assembly, and Vacancy Committee meetings.

(3) Keep and be responsible for all funds and financial records of the Committee and District Assembly unless a Treasurer is appointed and such duties are delegated by the Chairman to the Treasurer.

(4) Verify all credentials for delegates and alternates to District Assembly.

(5) Prepare and verify certificates showing designations made by the District Assembly and nominations made by a convention to fill a vacancy in the unexpired term of a representative in Congress.

(6) Serve as a member of the Credentials Committee of the Committee.

(7) Notify the Secretary of State and the Secretary of the State Republican Party in writing of results of elections conducted by the Second Congressional District of the Republican Party.

(8) Perform such other duties as the Committee, District Assembly, Vacancy Committee or Chairman may assign or may be required by law.

#### *4.7 Nomination of Officers.*

Only a member of the Committee who is present at that meeting shall nominate candidates for any elected office of the Committee from the floor at the biennial organizational meeting.

#### *4.8 Election of Officers.*

All elections of the Committee shall be conducted by secret ballot unless there is only one nominee for the office. Elected officers of the Committee shall be elected by majority vote. If more than two persons are nominated for an elected office of the Committee and if no nominee has received the required majority vote after three ballots,

the nominee receiving the fewest votes on the preceding ballot shall be dropped from all subsequent ballots unless one or more nominees shall have withdrawn during or following the third balloting. The nominee receiving the fewest votes on each ballot thereafter shall also be dropped from all subsequent ballots unless one or more nominees shall have withdrawn during or following such balloting. Balloting shall continue in this manner until a majority vote is cast for one nominee.

#### *4.9 Vacancies.*

A vacancy in a position as an elected officer of the Committee or Representative to State Executive Committee shall exist in the event of ineligibility to hold the position, death, resignation, removal, permanent absence, or permanent disability. The Executive Committee of the Committee shall, by majority vote, decide if sufficient evidence exists of permanent absence or permanent disability of an elected officer. The following procedures apply with respect to each position for which there is a vacancy:

(1) Chairman: The First Vice-Chairman shall automatically succeed to the powers and duties of the Chairman and shall mail the call for a special meeting of the Committee within 10 days of the occurrence of the vacancy. THE PURPOSE OF THE MEETING SHALL BE THE ELECTION OF A CHAIRMAN. Such meeting shall be held within 30 days of the date of the call.

(2) Vice-Chairmen and Secretary: The Chairman shall appoint a Vice-Chairman or Secretary to act until the next meeting of the Committee, when the vacancy shall be filled by the Committee. Notice of any such election shall be in the call of such meeting. If the Vice-Chairman or Secretary is elected Chairman, a new Vice-Chairman or Secretary may be elected during the same

such meeting without notice having been given in the call.

#### *4.10 Removal of officers.*

The Committee may remove any elected officer for good cause and declare a vacancy in such elected office by the affirmative vote of three-fourths of the entire membership of the Committee voting in person at a special meeting of the Committee called for that purpose. The person to be removed shall receive written notice of the date, time, place, and purpose of the meeting no less than 10 days before any such meeting is held. If an elected officer is removed at a special meeting, and notice has been adequate, an election to fill the vacancy may be held at the same special meeting.

#### *4.11 Executive Committee.*

The Executive Committee shall consist of the Chairman, Vice-Chairman, Secretary, Representative to the State Executive Committee and the Chairman of the county Republican central committees within or partially within the District. The Executive Committee shall carry out the policies and directives of the Committee. The Executive Committee shall be governed by these bylaws. Proxy voting is prohibited. A quorum of the Executive Committee shall be one-third of its members. The call for a meeting of the Executive Committee shall be made in the same manner as the call for a Committee meeting. In case of emergency only five days' notice shall be required. The duties of the Executive Committee are as follows:

- (1) Serve the Chairman as an advisory committee.
- (2) Decide by majority vote if sufficient evidence exists of permanent absence or permanent disability of an elected officer or Representative to State Executive

Committee to declare a vacancy.

(3) Meet at its discretion independently of the Committee to consider such matters of concern to the Committee that require decision or direction before the next subsequent meeting of the Committee.

(4) Take action on any matter from which it is not specifically limited. The Executive Committee shall not perform any functions specifically assigned to the Committee elsewhere in these bylaws.

(5) The Executive Committee shall be subject to the general direction, approval, and control of the Committee.

#### *4.12 Standing Committees.*

The following standing committees shall exist:

(1) Bylaws Committee: Appointed by the Chairman, shall review all proposed amendments and make recommendations to the Committee, and shall notify members of mandatory changes due to changes in the election laws of Colorado or the bylaws of the Republican State Central Committee.

(2) Audit Committee: Appointed by the Chairman, shall audit the books of the Committee preceding the organizational meeting and shall report at such meeting. It shall audit the books at such other times as requested by the Executive Committee.

(3) Other Committees: Additional standing or special committees shall be appointed by the Chairman at the request of the Executive Committee or the Committee.

(4) Procedures: A quorum for a standing committee or special committee shall consist of those members present provided that notice has been given to all members no

fewer than seven days prior to the meeting. No proxy voting will be permitted at these meetings.

## **ARTICLE V MEETINGS OF THE COMMITTEE**

### *5.1 Organizational Meeting.*

The biennial organizational meeting of the Committee shall be held between February 15 and April 1 of the odd-numbered years. The Committee shall meet for the purposes of electing a Chairman, First Vice-Chairman, Second Vice-Chairman and Secretary and for conducting such other business as may properly come before the Committee.

*5.2 Special Meetings.* Special meetings of the Committee may be called at any time by the Chairman (or the Vice-Chairman in his or her absence or, in case of an emergency, and in the absence of both the Chairman and Vice-Chairman, the Secretary) on his or her own initiative. Also, the appropriate foregoing officer shall call a meeting forthwith upon the written request of one-third of all members of the Committee or a majority of the Executive Committee. Special meetings shall be held within 30 days after, but not earlier than 15 days after, the call at a time, date, and place within the District as designated in the call. The business conducted at special meetings shall be limited to the business set forth in the call.

### *5.3 Notice of Meetings.*

All members of the Committee shall be notified in writing of the organizational meeting of the Committee. All members of the Committee shall be notified personally, by telephone communication, or in writing, of each special meeting of the Committee. Notice of the organizational meeting of the Committee shall be delivered no fewer than

15 days before the date of the meeting. Written notice of any meeting of the Committee shall be deemed delivered upon the deposit of the notice in the United States mail, first-class postage prepaid, directed to the member at his or her address as it appears on the official Committee records as maintained by the Secretary. Notice of a Committee meeting shall state the time, date, and place of the meeting and, to a reasonable extent, the business to be conducted at the meeting.

### *5.4 Quorum.*

A quorum for any meeting of the Committee shall be at least 10 members. If a quorum is not present at any Committee meeting, the members who are present may adjourn such meeting to a future date, time, and place, not less than 10 nor more than 30 days from the date of the original meeting, and no new notice need be delivered. Such adjournment may be continued from time to time until a quorum is present.

*5.5 Voting.* A person holding multiple offices shall not be entitled to more than one vote. Voting, with the exception of the elections of officers (which are by secret ballot as provided in section 4.8), shall be by voice vote, unless a roll call vote or a secret ballot is requested by a motion properly made and passed by one-third or more of those members present, in which case a roll call vote shall be taken or a vote taken by secret ballot, as requested.

*5.6 Proxies.* Subject to contrary provisions herein, proxy voting is permitted at any meeting of the Committee according to the following procedures:

(1) A proxy of a member absent at roll call shall be designated on a written form which shall be signed by the member, dated, witnessed, and delivered to the Secretary

before the meeting is called to order. This requirement may be waived by the Committee in special circumstances.

(2) A proxy of a member present at roll call who subsequently leaves the meeting may be submitted on a written form which shall be signed by the member, dated, witnessed, and delivered to the Secretary for recording at any time during the meeting but shall be eligible to be voted on a particular ballot only if so delivered prior to commencement of voting on that particular ballot. Notwithstanding subsection 5.6(4) below, in the instance of a member leaving, the proxy holder may be any voting member of the Committee present at the meeting.

(3) A proxy shall apply only to a single meeting.

(4) The individual designated as a proxy shall be a Republican elector who resides within the District and within the same county as the principal he or she represents. The proxy may vote only if his or her principal is absent at the time of the vote.

(5) Any member of the Committee shall have the right to examine the proxies prior to the taking of any vote.

(6) No individual shall be permitted to vote more than three proxies.

*5.7 Teller Committee.* Before each meeting of the Committee, the Chairman shall appoint a Teller Committee consisting of a chairman and five other members. Secret ballots shall be received by the Committee in the manner it prescribes. After the ballots are counted, the Teller Committee Chairman shall read the Tellers' Report to the Committee without declaring the results. The Chairman of the full Central Committee shall then declare the results of the vote,

which will be entered in the minutes with the Tellers' Report.

## **ARTICLE VI ASSEMBLIES AND CONVENTIONS**

*6.1 Time.* The Second Congressional District Assembly/Convention (the "District Assembly") shall be held not later than 52 days preceding the primary election date and as provided by Colorado law when a vacancy occurs in the office of representative in Congress.

*6.2 Call.* The call for the District Assembly shall be issued by the Chairman no later than 45 days prior to the Assembly/Convention. The call shall notify the Chairmen of the counties within the District of the time, place and purpose of the District Assembly and of the number of delegates and alternates allotted to their counties. The District Assembly shall be called for:

(1) Designation of the order of the Republican Party candidate(s) for the Second Congressional District Representative in Congress and, as appropriate, for member of the Colorado Board of Education, and/or for University of Colorado Regent;

(2) As appropriate, election of delegates and alternates to the Republican National Convention;

(3) Election of a District Assembly vacancy committee; and

(4) Such other business as may appropriately come before the Assembly/Convention.

*6.3 Delegates and Alternates.*

(1) The number of delegates shall be apportioned so that each county lying in

whole or in part in the District shall be entitled to at least one delegate-at-large and additional delegates based upon the vote cast within the portion of the county included in the District for the Republican candidate for governor or president at the last preceding general election.

(2) Delegates and alternates shall be those persons who are presently registered Republican electors and are qualified delegates and alternates respectively to the District Assembly as approved by their respective county assemblies/conventions; and continue to reside in the same county in the District in which they resided when approved by the county assembly/convention.

#### *6.4 Voting at the District Assembly*

(1) Manner of Voting. Votes shall be cast in the manner determined by the District Assembly Teller Committee for any candidate or question. Secret ballots shall be cast for the candidates, unless there is only one nominee for the office, in which case voting shall be by voice vote. Other votes shall normally be by voice vote. Upon ruling by the Chairman, the voting on any other question voted on by the District Assembly may also be by secret ballot.

(2) Voters. Votes shall be cast only by accredited delegates present at the District Assembly or accredited alternates present, voting in place of absent or ineligible delegates. The first accredited alternate, as determined by the system of priority of alternate delegates established by the county involved, shall be entitled to vote for the first absent or ineligible delegate, and the second accredited alternate for the second absent or ineligible delegate, and so on.

(3) No proportional voting. There shall be

no proportional voting. If insufficient accredited alternates are present at the District Assembly to vote all of the county's potential votes, then those votes shall be lost and shall not be cast.

(4) No proxies. There shall be no voting by proxy.

(5) No Unit Rule Voting. Unit rule voting refers to the practice by which the entire vote of a delegation (such as a county or a precinct) is cast according to the Majority vote within the delegation. There shall be no unit rule voting.

(6) Designation. Except in the event of nomination required by a vacancy, which shall be in accordance with Colorado law, the District Assembly shall take only one ballot upon candidates for each office. The candidate(s) designated shall be the one or more who receive 30 percent or more of the votes cast; in the order of votes received. If no person receives 30 percent or more of the votes of the delegates to the District Assembly, a vacancy shall exist in the designation of a candidate for the particular office and the District Assembly shall not ballot further.

(7) Requirements for Nominees. No person shall be eligible for designation by the District Assembly as a candidate for nomination at any primary election unless such person has been registered to vote as a Republican for at least the 12 months immediately preceding the date of the District Assembly, as shown by the voter registration records of the county(ies) in which he or she resides or has resided. This provision shall NOT be construed to impose a requirement that a person, to be designated by the District Assembly as a candidate for nomination at any primary election, must have resided within the District for a period

of at least 12 months immediately preceding the date of the District Assembly, but merely that such person must have been a registered Republican for such period regardless of location(s) of residence(s).

#### *6.5 Credentials.*

All questions regarding the qualification of any delegate or alternate shall be heard and determined by the Credentials Committee of the District Assembly. The Credentials Committee for the District Assembly shall consist of five persons appointed by the Chairman of the Committee. Any appeal from such determination by the Credentials Committee shall be finally determined by the District Assembly.

#### *6.6 Quorum.*

The quorum at the District Assembly shall consist of those persons present.

#### *6.7 Vacancy Committee.*

(1) District Assembly Designation. The District Assembly shall designate a Vacancy Committee consisting of the Second Congressional District Republican Central Committee, which shall be responsible for filling any vacancy occurring in the designation prior to 45 days preceding the primary election and any vacancy occurring thereafter in the nomination, up to 45 days preceding a general or special election.

(2) Representative in Congress. If a vacancy occurs in the office of representative in Congress, the Committee shall act in accordance with the specific Colorado law regarding congressional vacancy elections.

(3) Other Offices from the District. The Committee shall act as a Vacancy Committee under Colorado Law to fill any vacancy occurring in a District office held by a Republican, such as member of the

Colorado Board of Education or Board of Regents.

4) Committee Vacancies Not Otherwise Covered. Additionally, the Committee shall act as the Vacancy Committee authorized to fill any vacancies on the Committee itself not otherwise filled under section 3.3 and subsection 3.1(8).

(5) Procedure. Immediate notice shall be given to each member of the Vacancy Committee by any means possible or practical, provided that written notice shall be mailed to all members prior to convening of the Vacancy Committee meeting, reasonable time permitting. A Search Committee composed of the officers of the Committee shall endeavor to recruit at least one person, and to verify that any and all persons interested in being selected, designated, or nominated possess the constitutional qualifications to hold office, to be designated, or to be nominated as required by law. If two or more persons are interested in being selected, designated, or nominated (whichever the case may be), the selectee, designee, or nominee shall be elected in the same manner as prescribed in sections 4.7 and 4.8. A quorum of the Vacancy Committee shall be the members present in person or by proxy and a majority of those so present shall be sufficient to take any action.

*6.8 Candidates for Office.* Only those 2nd Congressional District candidates who submit themselves to a nomination and a vote of the assembly shall be recognized by the assembly and allowed to address the assembly, place literature, signs or other materials at the assembly. Petition signatures shall not be gathered during the assembly or on the premises of the assembly.

## **ARTICLE VII GENERAL PROVISIONS**

### *7.1 Amendments.*

These bylaws may be amended at any meeting of the Committee by the affirmative vote of two-thirds of those members voting in person or by proxy, provided that the proposed amendment was submitted in writing to the Executive Committee and Bylaw Committee for review before the meeting, reference was made to the proposed amendment in the written notice of the meeting, a copy of the proposed amendment was mailed with the notice, and notice of the meeting was given to the members at least 15 days prior to the meeting. If previous notice of a proposed amendment was not given in the meeting notice, unanimous consent of the members of the Committee, who are present or represented by proxy at the meeting, must be obtained before such amendment may be offered for consideration and adoption.

*7.2 Parliamentary Procedure.* Robert's Rules of Order Newly Revised shall govern the meetings of the Committee, Executive Committee, Credentials Committee, standing committees, special committees, District Assembly, and Vacancy Committee to the extent they are not inconsistent with these bylaws, Colorado Republican State Central Committee ("CRC") Bylaws, election laws of the State of Colorado, and, for a District Assembly, the specific rules adopted for the District Assembly. A rules committee for the District Assembly may adopt such specific rules as reasonably required for the conduct of the District Assembly.

*7.3 Controversies.* If any controversy arises in the Committee which cannot be resolved, the controversy shall be determined by the CRC or its Executive Committee. If the

controversy is determined to be valid by the Executive Committee of the CRC, any party to the controversy may appeal the decision to the CRC. The determination of the CRC shall be final.

*7.4 No Primary Support.* No Republican candidate for any designation or nomination for public office shall be endorsed, supported, or opposed by the Committee as an entity, or its officers, before the primary election, unless such candidate is unopposed in the primary.

ADOPTED at the January 14, 2012, meeting of the 2nd Congressional Republican Central Committee.

Signed:

---

Chairman, Colorado Republican 2nd  
Congressional District

---

Secretary, Colorado Republican 2nd  
Congressional District