

**BYLAWS
OF THE
DENVER COUNTY REPUBLICAN CENTRAL COMMITTEE, INC.**

**Article I
Enactment**

These Bylaws are enacted for the management of affairs of the Denver County Republican Central Committee, Inc. and shall be construed in a manner not inconsistent with the Colorado Nonprofit Corporation Act, the Articles of Incorporation of the Denver County Republican Central Committee, Inc. (“Central Committee” or “Corporation”) and the laws of the United States, the State of Colorado, and the City and County of Denver relating to political party committees and political organizations.

**Article II
Corporate Seal**

The seal of the Corporation, if there be one, shall be circular in form and mounted upon a metal disc suitable for impressing the same upon paper, or shall be a stamp in similar form. About the upper periphery of the seal shall appear the words, “Denver County Republican Central Committee, Inc.”, and about the lower periphery thereof the word, “Colorado”. In the center of the seal shall appear the word, “Seal”.

**Article III
Purposes and Objectives**

The purposes and objectives of the Central Committee shall be those not prohibited by the laws of the United States, the State of Colorado, and the City and County of Denver, and the Bylaws and rules of the Colorado Republican State Central Committee.

**Article IV
Membership**

Section 4.1 Composition. The Central Committee shall be composed of all registered Republican electors then holders of the following offices:

- 4.1.1. All of the Precinct Committeepersons who reside in the City and County of Denver.
- 4.1.2 All of the District Captains who reside in the City and County of Denver.
- 4.1.3 All elected Republican City and County public officials, the State Senators and Representatives, the United States Senators and

Representatives, the elected state public officials, and the District Attorney who reside in the City and County of Denver, if there be any.

- 4.1.4 The Central Committee Chairman, Vice-Chairmen, Secretary, Treasurer, Bonus Members from the Denver County Republican Party to the Colorado Republican State Central Committee, and such other officers, directors and members as may be provided for in these Bylaws or as may be designated by the Chairman.
- 4.1.5 Such other registered Republican electors who reside in the City and County of Denver as required by the laws of the State of Colorado and the Bylaws or rules of the Colorado Republican State Central Committee.

Article V

Meetings of Membership

Section 5.1 Regular Meetings. Regular Meetings of the Central Committee shall be held at such times as required by law. The times and places for such meetings shall be designated by the Chairman, and the notice shall be mailed to the mailing address or sent to the e-mail address of each member of the Central Committee on file with the Secretary at least fifteen (15) days in advance of such meeting.

Section 5.2 Special Meetings. Special Meetings of the Central Committee may be called by the Chairman or by notice of such meeting signed by a majority of the Executive Committee then in office or by at least twenty-five percent (25%) of the members then in office, except as herein provided. The notice for such Special Meeting shall set forth the purpose for such meeting and the time and place of such meeting and shall be mailed to the mailing address or sent to the e-mail address of each member of the Central Committee on file with the Secretary at least fifteen (15) days in advance of such meeting. At such Special Meeting no business other than that set forth in the notice shall be considered.

Section 5.3 Quorum and Voting at Meetings. Those members present and voting at any Regular or Special Meeting of the Central Committee shall constitute a quorum, so long as due notice has been given in accordance with these rules. A majority of the votes cast by the members present and voting shall decide any matter, except as provided and except where there are more than two (2) choices as to a particular matter in which case a plurality of the votes cast shall decide the matter, or except as otherwise specified in these Bylaws. Voting may be by voice vote, except that at the request of a majority of persons entitled to vote, the vote shall be taken by an individual roll call of the members present. Any member of the Central Committee holding more than one membership position on the Central Committee shall not be entitled to more than one vote, and each member of the Central Committee shall be entitled to cast one vote only on any question in dispute. No proxies shall be permitted in connection with any voting of the Central

Committee. Voting shall be only by secret written ballot in the case of removal of County Officers and on any other matters, if designated by the Chairman or if desired by a majority of the Central Committee member present and voting.

Article VI
Executive Committee

Section 6.1 Composition of Executive Committee. The Board of Directors of the Corporation shall be the County Executive Committee and shall be composed of all persons holding the following elected, appointed, and ex-officio offices:

- 6.1.1 Chairman
- 6.1.2 First Vice-Chairman
- 6.1.3 Second Vice-Chairman
- 6.1.4 Third Vice-Chairman
- 6.1.5 Secretary
- 6.1.6 Treasurer appointed by the Chairman
- 6.1.7 District Captains
- 6.1.8 Legal Officer appointed by the Chairman
- 6.1.9 Chairman of the 1st Congressional District Republican Central Committee
- 6.1.10 Chairman of the 2nd Judicial District Republican Central Committee
- 6.1.11 Chairman of each of the Senatorial District Republican Central Committees found in whole or in part within the City and County of Denver

All Republicans residing in the City and County of Denver who hold elective office in City, County, State or Federal Government or the Denver School District, shall be non-voting members of the Executive Committee. The presiding officer of each Republican allied or affiliate organization, duly recognized by the Executive Committee of the Colorado State Republican Central Committee may, upon a majority vote of the Executive Committee, designate a non-voting representative to attend and participate in Executive Committee meetings.

If the Chairman of the 1st Congressional District Republican Central Committee specified in Paragraph 7.1.9 above does not reside in Denver County, he may designate a replacement that resides in Denver County to serve as a voting member of the Executive Committee, or he may serve as a non-voting member of the Executive Committee. If the Chairman of a Senatorial District Republican Central Committee specified in Paragraph 7.1.11 above does not reside in Denver County, he may designate a replacement that resides in Denver County to serve as a voting member of the Executive Committee, or he may serve as a non-voting member of the Executive Committee.

Any member of the Executive Committee holding more than one position on the Executive Committee shall not be entitled to more than one vote.

Section 6.2 Authority of Executive Committee. The Executive Committee may exercise any and all powers of the Central Committee, except when the Central Committee is joined in meeting and except for those powers which are specifically reserved to the Central Committee by these Bylaws.

Section 6.3 Meetings of Executive Committee: Meetings of the Executive Committee may be called on five (5) days written notice by the Chairman or by one-third (1/3) of the members of the Executive Committee then in office, except that this notice provision may be waived by two-thirds of the members of the Executive Committee. Proxies shall not be permitted in voting on any matter by the Executive Committee. Voting by the Executive Committee shall be by voice vote, except that any voting member of the Executive Committee shall have the right to demand and have entered a roll call vote of the Executive Committee upon any disputed question. Any action required to be taken at a meeting of the Executive Committee may be taken without a meeting if written, electronic, or verbal consent including but not limited to consent transmitted by facsimile, e-mail or telephone shall be given by a majority of the members of the Executive Committee entitled to vote with respect to the subject matter thereof. Any action taken without a meeting shall be ratified at the next regular meeting of the Executive Committee or, if ratification is needed immediately, a special meeting of the Executive Committee shall be called for that purpose. When necessary, teleconferencing may be used by the Executive Committee. Notice of who is calling the meeting, the time and exact purpose of the meeting must be sent to the Executive Committee members five (5) days in advance of the teleconference. Only those items included in the notice of the meeting shall be in order. Members on the phone must be identified and be able to hear all others on line. Minutes of the meeting shall be taken.

Article VII

Officers and Bonus Members

Section 7.1 Officers. The Officers of the Central Committee shall be the Chairman, First Vice-Chairman, Second Vice-Chairman, Third Vice-Chairman, Secretary and Treasurer. The Treasurer shall be appointed by the Chairman, shall be a voting member of the Executive Committee and shall serve at the Chairman's pleasure. A Legal Advisor may be appointed by the Chairman, shall be a voting member of the Executive Committee, and shall serve at the Chairman's pleasure. No person may hold more than one position as an Officer of the Central Committee at any time. All Officers and all paid employees shall be bonded in the performance of their duties, in such manner and amount as may be required by the Executive Committee. The Executive Committee may waive the bonding requirement at its option.

Section 7.2 Election of Officers. The Chairman and Secretary shall be elected by a majority of the members of the Central Committee present and voting at a Regular Meeting held in accordance with law. The First Vice-Chairman, Second Vice-Chairman, and Third Vice-Chairman shall be elected on a single ballot by a plurality of the members of the Central Committee present and voting at a Regular Meeting

held in accordance with law. Members of the Central Committee may vote for up to but no more than three candidates for Vice-Chairman on such ballot. The candidate for Vice-Chairman receiving the most votes shall be elected First Vice-Chairman; the candidate for Vice-Chairman receiving the second most votes shall be elected Second Vice-Chairman; and the candidate receiving the third most votes shall be elected Third Vice-Chairman. No proxies shall be permitted in connection with the election of officers.

Section 7.3 Removal of Officers. The Chairman, any Vice-Chairman, and/or Secretary may be removed from office at any time by two-thirds (2/3) of those members of the Central Committee present and voting at a Special Meeting of the Central Committee called for that purpose. The Chairman, any Vice-Chairman and/or Secretary may also be removed from office by the affirmative vote of three-fourths (3/4) of all the eligible voting members of the Executive Committee at a special meeting of the Executive Committee called for that purpose. An elected officer may be removed from office for willful and serious misconduct or dereliction of duty in office, for providing public support of a non-Republican candidate in a partisan election in which there is a Republican candidate seeking election to that same public office or for engaging in conduct unbecoming an official of the Republican party.

Section 7.4 Vacancies in Office. In the event of the death, resignation, removal, permanent absence, or permanent disability of the Chairman, the First Vice-Chairman shall within fifteen (15) days of such death, resignation, removal, permanent absence or permanent disability, give written notice of a Special Meeting of the Central Committee for the purpose of declaring a vacancy and electing a new Chairman. In the event of any dispute, the Executive Committee shall, by majority vote, decide if sufficient evidence exists of permanent absence or permanent disability. This meeting shall be held not less than fifteen (15) nor more than thirty (30) days after the date of the notice. In the event that the First Vice-Chairman does not give written notice of such Special Meeting in accordance with this section, any five members of the Executive Committee may give written notice of such Special Meeting. This meeting shall be held not less than fifteen (15) nor more than thirty (30) days after the date of the notice. Any vacancy in the office of any Vice-Chairman or Secretary shall be filled by appointment of the Executive Committee then in office only from nominations submitted by the Chairman at a Regular Meeting or Special Meeting of the Executive Committee called for such purpose.

Section 7.5 Duties of Officers. The duties of Central Committee officers shall be as follows:

7.5.1 Chairman. The County Chairman shall be the Chief Executive Officer of the Central Committee and shall preside over all meetings of the Central Committee and all meetings of the Executive Committee, and shall be a member of all other committees of the Central Committee.

The Chairman shall be responsible for all solicitations of funds and shall have the sole authority and responsibility for any and all public statements made in the name of the Denver County Republican Party. He may delegate such authority, as he deems necessary or desirable, but shall remain responsible for the performance of such duties.

The Chairman shall have the sole authority to authorize the expenditure of the funds of the Central Committee, in his best judgment, and in accordance with the ratified budget, but this specific authority may be suspended at any time by sixty percent (60%) of the members of the Executive Committee then in office at a meeting of the Executive Committee called for such specific purpose. Any expenditure of \$1,000.00 or more will require two (2) authorized signatures, one of which must be the Chairman or Treasurer.

Within sixty (60) days following his election, the Chairman shall appoint an Audit Committee of not less than three (3) members of the Central Committee, to be ratified by a majority of the Executive Committee then in office. The Audit Committee shall serve until a new Chairman is elected and shall not serve at the pleasure of the Chairman or the Executive Committee. No member of the Executive Committee or the Treasurer shall be a member of the Audit Committee. The Audit Committee shall prepare or obtain an annual audit of the financial records of the Central Committee and report same to the Chairman and the Executive Committee not later than February 1 of each year and to the Central Committee at its regular organizational meeting.

Within thirty (30) days following his election, the Chairman shall appoint a Budget Committee of not less than five (5) members of the Central Committee, which shall prepare a budget for submission to and for ratification by a majority of the Executive Committee then in office by June 15 of the odd numbered years. The budget shall include the period up to June 15 of the following odd numbered year. The Chairman shall be the presiding officer of the Budget Committee, and the First Vice-Chairman and Treasurer shall be additional voting members thereof.

The Chairman shall have the power to appoint and remove such Assistant Treasurers, Assistant Secretaries, committee chairs and appointed members to all standing and ad hoc committees of the Central Committee, and such other non-elected officers and directors as may be necessary or desirable. Notwithstanding any other provision of these Bylaws, the Chairman shall not have the power to remove any elected members of the Executive Committee or members of the Audit Committee.

The Chairman shall at all times keep each Vice-Chairman, Secretary and Treasurer currently informed of all matters pertinent to the business of the Central Committee.

7.5.2 First Vice-Chairman, Second Vice-Chairman, and Third Vice-Chairman. The First Vice Chairman shall exercise the functions and duties of the Chairman during any temporary absence, temporary disability, or permanent vacancy of the Chairman until a successor is duly elected and qualified. The other Vice-Chairmen shall exercise the functions and duties of the preceding Vice-Chairman in his absence or incapacity. Each Vice-Chairman shall also perform such other duties as may be prescribed by the Chairman or by these Bylaws. Each Vice-Chairman shall only be entitled to cast one-third (1/3) of a vote as a member of other Party central committees or vacancy committees of which they are ex-officio members, except when voting by proxy for another member of the such central committee.

7.5.3 Secretary. The Secretary shall be the Chief Clerical Officer of the Corporation and shall make a complete record of all proceedings of the Central Committee and of the Executive Committee and shall perform such other duties as may be prescribed by the Chairman. The Secretary shall exercise the functions and duties of the Chairman during any temporary absence or temporary disability of the Chairman and the Vice-Chairmen. The Secretary shall furnish copies of Minutes of all meetings of the Central Committee and the Executive Committee to the Executive Committee prior to the next Executive Committee Meeting. The Secretary shall be responsible for the preparation and/or preservation of all official records of the Central Committee except those relating to financial matters, and shall maintain a duplicate set of the Financial Reports prepared by the Treasurer. Such records, except as may be confidential by law, shall be open to any member of the Central Committee. The Secretary shall have and shall reasonably maintain at all times a record of the membership of the Central Committee and the Executive Committee, including the name, residential address, mailing address, telephone number and e-mail address of each member of the Central Committee, and shall provide such list to any member of the Executive Committee within two weeks of any request made in writing. The Secretary shall have in readiness, upon the convening of any County Assembly and Convention, a temporary roll of Delegates, which has been prepared from the credentials of uncontested Delegates filed with the Secretary and from the credentials of contested Delegates, placed upon the temporary roll by the Chairman. The Secretary shall act as Secretary upon the convening of such Assembly or Convention, unless a Secretary of the Assembly or Convention shall have been chosen. The Secretary shall prepare and have authenticated all credentials for Delegates and certificates of designation of candidates that shall be made by any such

County Assembly or Convention and shall accept from the Chairman or the Secretary of each State Senatorial and State Representative District and Judicial District Assembly the certificate of designation of candidates made by such Assembly, and after verifying that they are in proper form, shall see to the filing of all such certificates in the Office of the Secretary of State or as otherwise may be required by law. The Secretary shall keep a record of those District Captains and other Officers present at regularly scheduled Executive Committee meetings.

7.5.4 Treasurer. The Treasurer shall be the Chief Financial Officer of the Central Committee. The Treasurer shall be a member of the Budget Committee. He shall prepare or have prepared a monthly financial statement comparing actual and anticipated income and expenditures, in such reasonable detail as either the Chairman or the Executive Committee may require, against the ratified budget. In the event that the actual income and / or expenditures differ substantially from the ratified budget, the Treasurer shall report to the Chairman and the Executive Committee his recommendations with respect thereto and the Chairman shall consider such recommendations and may from time to time revise the budget. Such revisions must be ratified by a majority of the Executive Committee then in office. The Treasurer shall also perform such other duties as may be prescribed by the Chairman.

Section 7.6 Bonus Members. Bonus Members allowed from the Central Committee to the Colorado Republican State Central Committee and to the 1st Congressional District Central Committee shall be elected by the members of the Central Committee residing in each organizational District at the Regular Meeting held each odd-numbered year to elect County officers. The total number of Bonus Members allowed to the Central Committee shall be allocated proportionally to each of the several Districts based on the number of votes cast at the last preceding general election for the Republican candidate for Governor or President of the United States. Each Bonus Member shall perform such duties as may be prescribed by the Chairman, the Executive Committee, or by these Bylaws. Any vacancy in the office of any Bonus Member shall be filled by appointment of the District Captains of the District for which there is such vacancy and ratified by the Executive Committee then in office at a regular meeting or special meeting of the Executive Committee called for such purpose. In the event that the District Captains of the District for which there is a vacancy do not submit an appointment to the Executive Committee within thirty (30) days of the vacancy, the Chairman may make an appointment to be ratified by the Executive Committee then in office at a regular meeting or special meeting of the Executive Committee called for such purpose.

Article VIII

Standing and Ad Hoc Committees

Section 8.1 Standing Committees

8.1.1 Audit Committee. Within sixty (60) days following his election, the Chairman shall appoint an Audit Committee of not less than three (3) members of the Central Committee to be ratified by a majority of the Executive Committee then in office. The Audit Committee shall serve until a new Chairman is elected and shall not serve at the pleasure of the Chairman or the Executive Committee. No member of the Executive Committee or the Treasurer shall be a member of the Audit Committee. The Audit Committee shall prepare or obtain an annual audit of the financial records of the Central Committee and report same to the Chairman and the Executive Committee not later than February 1 of each year and to the Central Committee at its regular organizational meeting.

8.1.2 Budget Committee. Within thirty (30) days following his election, the Chairman shall appoint a Budget Committee of not less than five (5) members of the Central Committee which shall prepare a budget for submission to and for ratification by a majority of the Executive Committee then in office by June 15 of the odd numbered years. The Budget shall include the period up to June 15 of the following odd numbered year. The Chairman shall be the presiding officer of the Budget Committee and the First Vice-Chairman and Treasurer shall be additional voting members thereof.

8.1.3 Bylaws Review Committee. Within sixty (60) days following his election, the Chairman shall appoint a Bylaws Review Committee of not less than three (3) members of the Central Committee. The Committee shall meet during the month of August of each even numbered year to review the Bylaws and report their opinion of same to the Chairman within ten (10) days of meeting. The Chairman may also direct the Bylaws Review Committee to meet at any other time as the Chairman determines to be necessary or desirable. In the event that the Chairman determines that an amendment or change to the Bylaws is necessary or desirable, the Bylaws Review Committee shall prepare and propose such amendments or changes to be adopted pursuant to Article XV of these Bylaws.

Section 8.2 Ad Hoc Committees

8.2.1 The Chairman has sole authority to create such additional, special or ad hoc committees as desired and shall make all appointments to any such committees.

Article IX Districts and District Captains

Section 9.1 District Boundaries. The Executive Committee shall fix the geographic boundaries of each of the organizational districts of the Central Committee (the "Districts") to be contiguous with the boundaries of the legislative districts of the Colorado House of Representatives found in whole or in part within the City and County of Denver.

Section 9.2 District Captains. Two District Captains shall be elected by a majority of the Precinct Committeepeople residing within the boundaries of each

District present or present by proxy and voting at the Regular Meeting of the Central Committee held each odd-numbered year to elect County officers. The person presiding over such election shall be responsible for providing a written notification of the results of voting to the Chairman and Secretary. The Secretary shall certify the election results. Any Precinct Committeeperson desiring to vote by proxy in the election of District Captains shall designate his or her proxy in writing, signed, dated and witnessed by another person, and then submitted to and approved by the person presiding over the election of District Captains. The person designated as proxy shall be an eligible Republican elector and resident of the District. Any Precinct Committeeperson shall have the right to examine and challenge any proxy prior to the election of District Captains.

Section 9.3 Other District Officers. The Precinct Committeepersons residing in each District may also elect a District Secretary to assist the District Captains and the Secretary of the Central Committee in performing their duties within the District. The Secretary, or a District Treasurer appointed by the District Captains, shall administer any District funds held separately from the funds of the Central Committee, if there be any, and shall give a full accounting to the Treasurer of all contributions received or expenditures made at the request of the Treasurer or at the request of the Executive Committee.

Section 9.4 Eligibility. Each District Captain shall be a registered Republican elector, residing in the City and County of Denver and within the boundaries of the District from which they are elected.

Section 9.5 Removal of District Captains. A District Captain may be removed from office at a meeting of the Precinct Committeepersons of the particular District called for such purpose. Said meeting will be called by the Chairman within thirty (30) days after the Chairman is presented with a recall petition signed by at least thirty percent (30%) of the Precinct Committeepersons then in office. Written notice of the exact time, place and purpose of such meeting shall be mailed by the Chairman to the incumbent District Captains and Precinct Committeepersons eligible to vote on the date of mailing, at least ten (10) days in advance of any such meeting. At such a meeting, the vote of two-thirds (2/3) of the Precinct Committeepersons who are present and voting shall be necessary to remove the particular District Captain. Voting by proxy is not permitted. If the removal is successful, the meeting will immediately proceed to elect a District Captain pursuant to the procedure set forth in Section 9.2 above to fill the remainder of the previous District Captain's term.

Section 9.6 Removal of District Captains by Executive Committee. The Executive Committee may remove any District Captain by a two-thirds (2/3) vote of Executive Committee members present and voting at a meeting of the Executive Committee where written notice of the prospective removal has been provided to all members of the Executive Committee, if he or she:

- 9.6.1 Had unexcused absence from three (3) consecutive District meetings or three (3) Executive Committee meetings after having received due notice thereof.
- 9.6.2 Has provided public support of a non-Republican candidate in a partisan election in which there is a Republican candidate seeking election to that same public office.
- 9.6.3 Has failed to deliver or arrange for the delivery, in a partisan general election, of a Republican candidate's literature within the District.
- 9.6.4 Has been found to have engaged in conduct unbecoming an official of the Republican Party.

Section 9.7 Appeal. In the event of the removal of a District Captain, that District Captain may appeal such removal at the next regular meeting of the Executive Committee and shall be given a reasonable opportunity to present to the Executive Committee any statements or witnesses opposing such removal. Upon a majority vote of the Executive Committee, by secret ballot, the District Captain shall be reinstated.

Section 9.8 Vacancies in District Captains. A vacancy shall occur in the office of District Captain in the event of death, resignation, removal, or failure to maintain eligibility to serve as District Captain.

A vacancy in an office of District Captain will be filled by a meeting of the Precinct Committeepersons of the District. Such a meeting will be called by the remaining District Captain and shall be called for such specific purpose. Written notice of the exact time, place and purpose of said meeting shall be mailed or sent via e-mail to all Precinct Committeepersons at least ten (10) days and no more than thirty (30) days in advance of such meeting. At such a meeting, a candidate must receive the vote of the majority of said Precinct Committeepersons who are present or present by proxy and voting in order to be elected to fill said vacancy.

If notice of a meeting to fill a vacancy in the office of District Captain is not sent by the remaining District Captain within thirty (30) days after the occurrence of such a vacancy, the Chairman may send such notice as required by this section to the Precinct Committeepersons of such District.

Article X

Precinct Caucuses and Precinct Committeepersons

Section 10.1 Composition. Each Precinct Committee shall be composed of all Republicans electors who have resided in the Precinct for at least thirty (30) days prior to the Precinct Caucus or other meeting at which they desire to vote, and have either (A) been registered to vote no later than twenty-nine (29) days before the Precinct Caucuses and affiliated as a Republican for at least two (2) months as

shown on the Registration Books of the County Clerk and Recorder, or (B) are registered Republican Electors who have attained the age of eighteen (18) years or have become a naturalized citizen in the two (2) months immediately preceding such Caucus or meeting.

Section 10.2 Officers. The Officers of a Precinct Committee shall be the duly elected or appointed Precinct Committeepersons of that precinct. In addition, said Committeepersons may appoint such other Officers, including Block Leaders, as they deem necessary or desirable to serve the Precinct at the direction and pleasure of said Precinct Committeepersons.

Section 10.3 Precinct Caucuses. The regular meeting of the Precinct Committee shall be the Precinct Caucuses as required by law and the rules of the Republican Party.

Each Caucus shall elect a Caucus Chairman, a Caucus Secretary, and Caucus Tellers for the Caucus elections. All names of candidates for Precinct Committeeperson and/or for Delegate shall be announced during the Caucus prior to election. Results of the elections shall be announced by the Precinct Officials in the presence of the voters and shall be certified to the County Assembly by the Caucus Chairman and Caucus Secretary.

Section 10.4 Election of Precinct Committeepersons. Each Precinct Caucus shall elect two Precinct Committeepersons as provided by and in accordance with law. The names of those persons elected shall be certified to the County Assembly and/or Convention by the Officers of the Caucus. All disputes regarding the election of Precinct Committeepersons shall be determined by the credentials committee of the Denver County Republican Assembly and/or Convention, except as otherwise provided by law.

Section 10.5 Election of Delegates and Alternates to the County Assembly and/or Convention. Delegates and Alternates to the County Assembly and/or Convention shall be elected at the Precinct Caucuses and designated as provided for in these Bylaws in accordance with law and the rules of the Republican Party. The persons receiving the highest number of votes at the Precinct Caucus shall be the Delegates to the County Assembly and/or Convention from such precinct, equal to the number of Delegates allocated to each precinct by the Executive Committee. The persons receiving the next highest number of votes at the Precinct Caucus shall be the Alternates to the County Assembly and/or Convention from such precinct, equal to the number of Alternates allocated to each precinct by the Executive Committee. If two or more candidates receive an equal number of votes for last place in the election of Delegates or Alternates to the County Assembly and/or Convention at the Precinct Caucuses, then the Delegate or Alternate shall be determined by lot.

Section 10.6 Election Judges. At each Precinct Caucus, Precinct Committeepersons shall obtain the names of registered Republican electors who

reside in the precinct and are physically and mentally capable and willing to serve as election judges and shall deliver their list of recommended election judges to the Chairman in accordance with law. The Chairman shall certify to the Denver County Clerk and Recorder the names and addresses of registered electors recommended to serve as election judges for each precinct, and shall designate his order of preference in accordance with law.

Section 10.7 Vacancies in Office of Precinct Committeeperson. When any vacancy occurs in the office of a Precinct Committeeperson, it shall be filled by a Vacancy Committee consisting of the County Chairman and the District Captains of the particular District involved, and a majority of such committee is empowered to act. A vacancy shall occur in the office of a Precinct Committeeperson in the case of death, resignation, moving from the Precinct, change of party affiliation, failure to meet legal qualifications, or by removal.

Section 10.8 Removal of Precinct Committeeperson. Upon the recommendation of the District Captains in office from that District, a Precinct Committeeperson may be removed from office by a unanimous vote of a subcommittee consisting of the District Captains in office in that District and the County Chairman, for any one of the following reasons, in addition to the reasons for the automatic creation of a vacancy as set forth in Section 10.7:

- 10.8.1 Unexcused absence from three (3) consecutive District Meetings, after having received due notice thereof.
- 10.8.2 Public support of a non-Republican candidate in a partisan election in which there is a Republican candidate seeking election to that same public office.
- 10.8.3 Failure to deliver or arrange for the delivery, in a partisan general election, of Republican candidates' literature within the Precinct.
- 10.8.4 Has been found to have engaged in conduct unbecoming to an official of the Republican Party.

In the event of the removal of a Precinct Committeeperson from office, that Precinct Committeeperson may appeal such removal at the next regular meeting of the Executive Committee and shall be given a reasonable opportunity to present to the Executive Committee any statements or witnesses opposing such removal, and shall be reinstated upon a majority vote, by secret ballot, of the Executive Committee.

Article XI

County Assemblies and Conventions

Section 11.1 Conduct of Assemblies and Conventions. All Denver County Republican Assemblies and/or Conventions shall be held in accordance with law at

the time and place determined by the County Chairman. The Standing Rules of the last County Assembly and/or Convention shall be the temporary Standing Rules of and shall govern the next County Assembly and/or Convention and its committees until other Standing Rules are properly adopted.

Section 11.2 Delegates to County Assembly and/or Convention. Delegates to the Denver County Republican Assembly and/or Convention shall be elected or selected at the Precinct Caucuses in accordance with law. The Executive Committee shall determine the total number of Delegates and Alternatives to the County Assembly and/or Convention to be elected at the Precinct Caucuses held within the City and County of Denver.

After making allowance for County Officers and District Captains, the total number of Delegate and Alternate positions shall be allocated proportionately to each precinct based on the vote in each precinct for the Republican candidate for President or Governor in the preceding general election; provided, however, that a minimum of one Delegate and one Alternate shall be allocated for each precinct. In addition to the number of Delegates and Alternates allocated to each precinct, each County Officer and District Captain shall be a Delegate to the County Assembly or Convention. In the event the vote in each precinct for the Republican candidate for President or Governor in the preceding general election cannot be determined with certainty, the Executive Committee may base the Delegate and Alternate allocation on a reasonable estimation of such vote, voter registration within each precinct, or any other reasonable methodology. Any dispute regarding the election or selection of any Delegate or Alternate to the County Assembly and/or Convention shall be decided by the credentials committee of the County Assembly and/or Convention.

Section 11.3 Call to the County Assembly and/or Convention. The Chairman shall cause the Call for the County Assembly and/or Convention be distributed or made available to each Delegate and Alternate elected to the County Assembly and/or Convention at the Precinct Caucuses, or sent by mail or e-mail to each delegate and alternate to the County Assembly and/or Convention elected at the Precinct Caucuses not later than ten (10) days nor more than thirty (30) days prior to said Assembly and/or Convention. At the request of the chairman of any District Republican Central Committee, the Call for the County Assembly and/or Convention shall also include the call for districts lying wholly or in part within the boundaries of the City and County of Denver. The Call shall set forth the number of Delegates and Alternates to be elected at the County Assembly and/or Convention and to all other assemblies and/or conventions as may be applicable.

Section 11.4 Election of Delegates and Alternates to State and Higher Assemblies and Conventions. Delegates and alternates to the County Assembly and/or Convention selected at the Precinct Caucuses or as provided for in these Bylaws shall also serve as delegates and alternates to every corresponding Judicial District Assembly, State Senatorial District Assembly and State Representative District Assembly comprised of Precincts corresponding to each District included

wholly or in part within the boundaries of the City and County Denver or shall be selected as otherwise provided for by law or the rules of the Republican Party. For precincts corresponding to State Senatorial and State Representative Districts comprised of all or parts of more than one (1) County, in the event the corresponding District Central Committee provides for a delegate allocation formula that is different from the delegate allocation formula utilized to select delegates and alternates to the Denver County Republican Assembly and/or Convention, the total number of delegate votes to be cast at the State Senatorial or State Representative District Assembly shall be determined and apportioned by County among the portions of the District which lie in separate counties based on the vote in each Precinct for the Republican candidate for President or Governor in the preceding general election; provided, however, that a minimum of one (1) delegate and one (1) alternate shall be allocated for each Precinct, and, upon the basis of the apportionment, the Executive Committee or the District Central Committee shall determine the factor necessary to apportion equally among the delegates from the Precincts within the District in the City and County of Denver the total votes to be cast by delegates from the portion of the District lying within the City and County of Denver.

Each County Assembly and/or Convention shall select from among its members the Delegates and Alternates to the state and congressional assemblies and conventions allocated to Denver County by the Colorado Republican State Central Committee and/or the Congressional District Republican Central Committee, or as otherwise allocated to Denver County in accordance with law or rules of the Republican Party.

Each member of the Executive Committee named in subsections 7.1.1 through 7.1.8 shall be a delegate to the State and Congressional Assemblies and/or Conventions. The remaining number of Delegates and Alternates to the state and congressional assemblies and/or conventions allowed to Denver County shall be allocated proportionately to each District by the Executive Committee based on the vote in each District for the Republican candidate for President or Governor in the preceding general election, and shall be selected at the County Assembly and/or Convention by the Delegates and Alternates to the County Assembly and/or Convention residing in each District. Any Delegate or Alternate positions to the state and/or congressional assemblies and/or conventions not filled by the Districts shall be filled in accordance with a reallocation procedure adopted by the Executive Committee. The selection of all Delegates and Alternates to the state and congressional assemblies and/or conventions shall be ratified by the County Assembly and/or Convention, and the County Assembly and/or Convention shall adopt by resolution the ranking of Alternates to the state and congressional assemblies and/or conventions.

Section 11.5 Voting in Assemblies and Conventions. No proxies shall be allowed or recognized in any Assembly and/or Convention. What is commonly known as the "Unit Rule" shall not be enforced or adhered to.

Section 11.6 Resolutions. Before any resolution dealing with matters relating to the Republican Party Platform or the position of the Denver County Republican Party on any question of public policy may be considered by the County Assembly and/or Convention, such resolution shall be referred to a resolutions committee appointed by the Chairman and ratified by the Executive Committee. All resolutions referred must have been adopted at a Precinct Caucus or be proposed by an eligible Delegate or Alternate to the County Assembly and/or Convention, and must be submitted to and in a form specified by the Chairman no fewer than ten (10) days before the County Assembly and/or Convention, unless the Chairman, the County Assembly and/or Convention, or resolutions committee modifies or extends the time for filing such resolutions or amendments thereto. Resolutions concerning matters relating to the Republican Party platform or the position of the Denver County Republican Party on any matter of public policy or legislation shall be deemed to be adopted only if approved by a two-thirds (2/3) vote by secret ballot of those present and voting.

Article XII

Indemnification of Officers and Directors

The Central Committee shall indemnify each director and officer of the Central Committee and the heirs, executors and administrators of said directors and officers against all of any portion of any expenses reasonably incurred by them in connection with or arising out of any action, suit or proceeding in which they may be involved by reason of their being or having been an officer or director of the Central Committee (whether or not they continue to be an officer or director at the time of incurring such expenses and whether or not the liability was incurred as a result of acts committed prior to the adoption of the Bylaws), such expenses to include the cost of reasonable settlements (other than amounts paid to the Central Committee itself), made with the view to curtailment of cost of litigation, except that no sum shall be paid in connection with any settlement unless approved by the Executive Committee and unless the Central Committee is advised by counsel that the officer or director so indemnified was not negligent or guilty of misconduct. The indemnification shall not apply with respect to matters as to which officers or directors shall be finally adjudged, in any such action, suit or proceeding, to have been negligent or guilty of misconduct, nor shall the indemnity be construed to protect or indemnify officers or directors against any liability to the Central Committee or to its membership to which they would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of their office(s). The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

Article XIII

Rules and Parliamentary Authority

These Bylaws shall govern the proceedings of the Central Committee and its District organizations and committees, except for such Standing Rules, if any, that may be adopted to govern the proceedings of the Meetings or Assemblies and/or

Conventions of the Central Committee. The most recently revised edition of *Roberts Rules of Order, Newly Revised*, shall govern the Central Committee and any of its committees whenever they are applicable and not inconsistent with these Bylaws, the Bylaws and rules of the Colorado Republican State Central Committee, the laws of the City and County of Denver, the election laws of the State of Colorado, and the laws of the United States.

Article XIV

Conflict and Severability, Interpretation

Should any of these Bylaws or any standing Rules or special Rules of Order that may be adopted be in conflict with local, state, or federal law, or the Bylaws or applicable Rules of the Colorado Republican State Central Committee or the Republican National Committee, then the portion in conflict shall be deemed inoperative and ineffective to the extent of such prohibition without invalidating any of the other provision or portions thereof. Except as otherwise specifically provided for in the Bylaws, reference in these Bylaws to written notice shall mean a notice sent by mail, facsimile, e-mail, text message, or other form of electronic communication. Any reference in these Bylaws to the singular shall, if the context so requires, include the plural and vice versa, and any use of male or female pronouns shall include the opposite sex as the context may require.

Article XV

Amendments

These Bylaws may be amended in whole or in part by the affirmative vote of a majority of the members of the Central Committee present and voting at a Regular or Special Meeting of the Central Committee; provided, however, that such amendment shall have been presented to the Executive Board in the form of resolution and adopted by a majority thereof, or the members may adopt amendments to these Bylaws without approval by the Executive Board upon the affirmative vote of two-thirds (2/3) of the voting members present in person at a meeting called for that purpose. Notice of meetings of the voting members called for approval of amendments to the Bylaws shall be sent by mail thirty (30) days prior to the scheduled Central Committee meeting and shall specifically contain a copy of the proposed amendments and the reference to the original language proposed to be amended.

The undersigned officers of the Denver County Republican Central Committee do hereby attest and certify that on November 19, 2009 at a Special Meeting of the Denver County Republican Central Committee held pursuant to law, the Bylaws as set forth above were duly amended and adopted.

ATTEST:

Chairman

ATTEST:

Secretary