

By-Laws
Of
Denver County Republican Central Committee, Inc.

Adopted February 12, 2003

Article I
Enactment

These By-Law are enacted for the management of affairs of Denver County Republican Central Committee, Inc. not inconsistent with the Colorado Nonprofit Corporation Act, the Articles of Incorporation of Denver County Republican Central Committee, Inc. and the laws of the State of Colorado relating to Political Party Organization.

Article II
Corporate Seal

The seal of the Corporation shall be circular in form and mounted upon a metal disc suitable for impressing the same upon paper. 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 corporation shall be those not prohibited by the Statutes of the State of Colorado and the By Laws of the Colorado Republican State Central Committee.

Article IV
Membership

Composition: The Denver County Republican Central Committee shall be composed of all Republicans then holders of the following offices:

- 4.1 All of the Precinct Committee people who reside in the City and County of Denver.
- 4.2 All of the District Captains who reside in the City and County of Denver.
- 4.3 All elected 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 are Republicans, and who reside in the City and County of Denver.
- 4.4 The Denver County Chairman, Vice Chairman and Secretary, and such other officers as may be provided for in these By-Laws or as designated by the Chair.
- 4.5 Such other Republicans living in the City and County of Denver as required by the Statutes of the State of Colorado.

Article V

Meetings of Membership

- 5.1 Regular Meetings. Regular Meetings of the membership shall be held at such times as required by law. The exact times and places for such meetings shall be designed by the Chairman, on the notice for such meetings. The notice shall be mailed to each member of the Corporation at least ten (10) days in advance of such meeting.
- 5.2 Special Meetings. Special Meetings of the Central Committee may be called by the county Chairman or by notice of such meeting signed by a majority of the Executive Committee then in office, or by at least 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 all members of the Central Committee at least ten (10) days in advance of such meeting. At such Special Meeting no business other than that set forth in the notice shall be considered.
- 5.3 Quorum and Voting at Meetings. Those members present and voting at any Regular or Special Meeting of the Corporation 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. Voting may be by voice vote, except that at the request of any person entitled to vote, the vote shall be taken by an individual count of the members present. Each member of the Corporation shall be entitled to cast one vote only on any given matter. No proxies shall be permitted in connection with any voting of the Corporation. Voting shall be only by secret written ballot in the removal of County Officers and on any other matters, if desired by a majority of the Corporation member present and voting. Nominations for Bonus Members, if any, to other Central Committees may be made individually or by a list of individuals. Each member of the Corporation may cast one vote for any one individual. Members shall not be required to vote for any choice of slates or lists of individuals and may vote for less than the number of Bonus Members to be elected to the other Central Committees.

Article VI
Executive Committee

- 6.1 Composition. The Board of Directors of the Corporation shall be the County Executive Committee and shall be composed of all person holding the following offices:
- a. Chairman
 - b. Vice-Chairman
 - c. Secretary
 - d. Treasurer
 - e. District Captains
 - f. Legal Officer appointed by the Chair.

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 ex-officio, non-voting members. Republican organizations duly recognized by the State of Colorado County Republican parties, may upon majority vote of the Executive Committee, send on ex-officio, non-voting representative to attend and participate in Executive Committee meetings.

- 6.2 Authority: The County Executive Committee may exercise any and all powers of the Corporation, except when such Corporation is joined in meeting and except for those powers, which are specifically reserved to the Corporation by these By-Laws.
- 6.3 Meetings: Meeting of the Executive Committee may be called on five (5) days written notice by the Chairman or by 40% of the members of the Executive Committee then in office. Proxies shall not be permitted in voting on any matter by the Executive Committee. Voting by the Executive Committee shall be by an individual count of the members present. 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.

Article VII
Officers

7.1 Officers. The officers of the Corporation shall be the County Chairman, Vice-Chairman, and Secretary who will be elected by a majority of the members of the Corporation present at a meeting to be held as provided by law. The Treasurer shall be appointed by the Chairman, ratified by a majority of the Executive committee then in the office, and shall serve at the Chairman's pleasure. The Treasurer shall be a voting member of the Executive Committee. A Legal Advisor may be appointed by the Chairman and shall serve at the Chairman's pleasure. All Officers, the Treasurer, 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.

7.2 Vacancies in Office: In the event of the death, resignation, removal, permanent absence, or permanent disability of the Chairman, the Vacancy Committee selected at the Corporation meeting shall within ten (10) days give written notice of a Special Meeting of the Central Committee for the purpose of declaring a vacancy and electing a new County 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 vice-Chairman does not give written notice of such Special Meeting within ten (10) days, 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 such vacancy in the offices of the Vice-Chairman and Secretary shall be filled by appointment of the Vacancy Committee then in the office at a Regular Meeting or Special Meeting of said committee called for such purpose.

7.3 Removal of Officers: The Chairman, Vice-Chairman and/or Secretary may be removed from office at any time by 60% of those members of the Corporation present and voting at a Special Meeting of the Corporation called for that purpose.

7.4 Duties of Officers: The duties of Central Committee officers shall be as follows:

7.4.1 County Chairman: The County Chairman shall be the Chief Executive Officer of the Corporation and shall preside over all meetings of the Corporation and all meetings of the Executive 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 be basically responsible for the performance of such duties.

The Chairman shall have the sole authority to authorize the expenditure of the funds of the Corporation, in his best judgment, and in accordance with the ratified budget, but this specific authority may be suspended at any time by 60% of the members of the Executive Committee then in office at a meeting of said Committee called for such specific purpose.

Within sixty (60) days following his/her election, the Chairman shall appoint an Audit Committee of not less than three (3) members of the Corporation, to be ratified by a majority of the Executive Committee then in office. The Audit Committees shall serve until a new Chairman is elected and shall not serve at the pleasure of the Chairman or the Executive Committee. No

members of the Executive Committee nor the County 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/her election, the Chairman shall appoint a Budget Committee of not less than five (5) members of the Corporation, 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, 24 months later. The Chairman shall chair the Budget Committee and the Chairman, Vice-Chairman and Treasurer shall be additional voting members thereof.

The Chairman shall at all times keep the Vice-Chairman and Secretary currently informed of all matters pertinent to the business of the Corporation.

7.4.2 Vice-Chairman: The 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. In the event of death, resignation, removal, permanent absence or permanent disability of the Chairman, the Vice-Chairman shall within ten (10) day give written notice of a Special meeting of the Central Committee for the purpose of declaring a vacancy and electing a new County Chairman. The Vice-Chairman shall also perform such other duties as may be prescribed by the Chairman or by these By-Laws.

7.4.3 Secretary: The Secretary shall be the Chief Clerical Officer of the Corporation and shall make a complete record of all proceedings of said 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 both the Chairman or the Vice-Chairman. The Secretary shall furnish copies of Minutes of all meetings of the Corporation 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 records of the Central Committee except those relating to financial matters, but 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 the public. The Secretary shall attest all notices for meetings of the Central Committee, County Assembly, and the County convention. 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 Temporary Secretary upon the convening of such Assembly or Convention, until a Permanent Secretary shall have been chosen; and when said Assembly or Convention shall have been called to order by the Chairman and thereafter read the Call authorized by the Chairman, and thereafter read the temporary roll of delegates, prepared as aforesaid. 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 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 Captains present at regularly scheduled county Executive Committee meetings and after three consecutive absences shall inform in writing the precinct Committeepeople in said district.

7.4.4 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. All expenditures over \$500.00 of the Central Committee shall be made by check signed by any two of the following: Chairman, Vice-Chairman, Secretary or a bonded employee.

Article VIII

Indemnification Of Officers And Directors

The Corporation shall indemnify each director and officer of the Corporation 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 Corporation (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 By-Laws), such expenses to include the cost of reasonable settlements (other than amounts paid to the Corporation 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 Board of Directors and unless the Corporation 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 Corporation 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 IX
Rules**

The Corporation shall have the authority to adopt Rules for its further governance; however, until amended as therein described, such Rules existing as of the date hereof shall constitute said Rules. The Rules and Regulations of the Republican County Central Committee existing as of this date, to the extent not inconsistent herewith shall further govern the Corporation, subject to amendment as therein set forth.

**Article X
Amendments**

These By-Laws may be amended in whole or in part by a majority affirmative vote of the members of the Corporation; provided, however, that such amendment shall have been presented to the Board of Directors in the form of resolution and adopted by a majority thereof, or the members may adopt amendments to these By-Laws without approval by the Board of Directors upon the affirmative vote of two-thirds (2/3) of the voting members present in person or by proxy at a meeting called for that purpose. Notice of meetings of the voting members called for approval of amendments to the By-Laws shall specifically contain a copy of the proposed amendments and the reference to the original language proposed to be amended.

(End of By-Laws)

The undersigned, Lori Grohskopf, Secretary of the Denver County Republican Central Committee, does hereby attest and certifies that on February 12, 2003 at the regular meeting of the Denver County Republican Central Committee held pursuant to law, the By Laws as set forth above were duly amended and adopted by said

Lori Grohskopf, Secretary

ATTEST

Carolyn Metzler, Chairman

Phil Maimone, Vice Chairman

