

Bylaws of the Colorado Seventh Congressional District Republican Central Committee
A Multi-County District Political Party Committee

ARTICLE I. NAME, ORGANIZATIONAL STRUCTURE, PURPOSES

Section 1. Name:

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

Section 2. Organizational Structure:

The District Central Committee is organized as an unincorporated nonprofit association, political organization, and local political party committee within the meaning of and pursuant to applicable Federal and State laws, the rules and bylaws of the Colorado Republican State Central Committee, and the rules and bylaws of the County Republican Central Committees of the Counties which this District is comprised in whole or in part.

Section 3. Primary Purpose:

The principal purpose of the District Central Committee is the selection, designation, nomination, election, and appointment of qualified persons to the Elective Offices of United States Congress, Colorado State Board of Education and University of Colorado Board of Regents for the Seventh Congressional District, which District is comprised of all or portions of more than one County.

The Counties in the State of Colorado of which this District is comprised, in whole or in part, are Adams and Jefferson.

Section 4. Pre-Primary Neutrality

No candidate for any designation or nomination for the Elective Office of this District shall be endorsed, supported or opposed by the District Central Committee, acting as an entity, or by its officers or committees, before the Primary Election, unless such candidate is unopposed in the Primary Election.

ARTICLE II. MEMBERSHIP

Section 1. Membership:

- A. The membership of the District Central Committee shall consist of the following registered Republican electors and officials who reside within the County and within the territory included in the limits of the District:
1. the Chairman, Vice-Chairman and Secretary of this Congressional District Central Committee;
 2. the elected or appointed Republican United States Representative;
 3. the elected or appointed Republican member of the State Board of Education;
 4. the elected or appointed member of the Board of Regents of the University of Colorado;
 5. the elected or appointed Republican State Senators;
 6. the elected or appointed Republican State Representative;
 7. the chairman and vice-chairman of each County Republican Central Committee of which this District is comprised, in whole or in part; if any County Party officer does not reside in this Congressional District, a replacement who does reside in the District shall be appointed or designated by such County Party officer as provided by law;
 8. such Bonus Members to this Congressional District Central Committee as may be allowed from each County Central Committee of which this District is comprised, in whole or in part, as provided by law; and

9. such other registered Republican electors who reside within the territory included in the limits of the District as may be required by the laws of the State of Colorado or the bylaws or rules of the Colorado Republican State Central Committee.
10. Only registered Republican electors who reside within the territory included in the limits of the District shall be eligible to be voting members of the District Central Committee, and each member holding multiple offices shall be entitled to only one vote on any question. Any officer of the County Central Committee of which this District is comprised in whole or in part who does not reside within the territory included in the limits of the District shall be a non-voting member of the District Central Committee and shall possess all the privileges, rights and duties of members except that of voting.

Section 2. Vacancies in Membership:

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 officers of this District Central Committee shall be filled in accordance with these Bylaws. Any vacancy in any precinct committeeperson or of any officer of the County Republican Central Committee shall be filled in the manner provided by the bylaws of the County Republican Central Committee. Any vacancy in any elected or appointed Elected Office shall be filled in the manner provided by the bylaws of the district central committee of the district corresponding to such Elective Office.

ARTICLE III. OFFICERS, POWERS OF THE COMMITTEE

Section 1. Officers, Term and Qualifications:

- A. Officers. The officers of the District Central Committee shall be a Chairman, Vice-Chairman, and Secretary.
- B. Officer Qualifications. The officers shall each be registered Republican electors who reside within the territory included in the limits of the District. Persons elected to such officer positions may but do not need to otherwise qualify as members of the District Central Committee.
- C. Officer Voting Membership. The officers of the District Central Committee shall be voting members of the District Central Committee during their term of office.
- D. Term of Office. The officers of the District Central Committee shall assume their duties at the conclusion of the biennial Organizational Meeting, or at the conclusion of a meeting that may be called to fill a vacancy, and shall hold office until their successors are elected or appointed and qualified to serve.

Section 2. Duties of Officers:

- A. Chairman: The Chairman shall perform such duties and have powers as are incident to the offices of Chairman. In addition, the Chairman shall:
 1. Preside at all meetings of the District Central Committee and any of its committees, and shall serve as Chair of the District Assembly and as the Chair of each Vacancy Committee.
 2. Serve as an ex-officio voting member of all committees of the District Central Committee.
 3. Issue the Call and Notice of all meetings of the District Central Committee and for all meetings of any Vacancy Committee.
 4. Perform such other duties as the District Central Committee or Vacancy Committee may assign or as may be required by law.
- B. Vice-Chairman: The Vice-Chairman shall assist the Chairman in the execution of his or her duties. In addition, the Vice-Chairman shall:
 1. Exercise the powers and assume the duties of the Chairman in the absence, or in the inability to perform, of the Chairman, except that the Vice-Chairman shall not have the power to make any appointments.
 2. Perform such other duties as the District Central Committee or the Chairman may assign.

- C. Secretary: The Secretary shall perform such duties and have such powers as are incident to the office of Secretary, including the duty and power to give written notice of all District Central Committee, District Assembly, Vacancy and Special Committee meetings, to attend all such meetings and keep a written record of the proceedings, and to be custodian of the records of the District Central Committee, District Assembly and Vacancy Committee. The Secretary shall also maintain a current list at all times of all members and officers of the District Central Committee. In addition, the Secretary shall:
1. Provide to the Chair, 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 District Assembly.
 2. Serve as Secretary at all District Central Committee meetings, at all Vacancy Committee meetings, at all other committee meetings, and at the District Assembly.
 3. Keep and be responsible for all funds, financial records, and reporting requirements, if any, of the District Central Committee and District Assembly.
 4. Prepare and verify all credentials for delegates and alternates, and serve as the Chair of the Credentials Committee of the District Assembly.
 5. Shall file with the Colorado Secretary of State and with the Colorado Republican State Central Committee a list of names, addresses, telephone numbers and e-mail addresses of each District Central Committee officer and member of the Vacancy Committee not later than thirty (30) days after the organizational meeting, within thirty (30) days after any change to the same, or as otherwise required by law.
 6. Prepare and verify certificates showing designations made by the District Assembly and selections made by the Vacancy Committee.
 7. Perform such other duties as the District Central Committee, Vacancy Committees or the Chairman may assign or may be required by law.

Section 3. Election of Officers:

- A. Election of Officers: Officers of the District Central Committee shall be elected at the biennial Organizational Meeting.
- B. Persons Who May Nominate Officers: Nominations for any officer of the District Central Committee may be made only by a member of the District Central Committee who is present at the biennial Organizational Meeting. No second to any nomination is required, however any person, including nonmembers, may be recognized to second a nomination or indicate endorsement.
- C. Voting Procedure: The officers of the District Central Committee shall be elected by a majority vote of those members of the District Central Committee present and voting. The election of District Central Committee officers shall be conducted by secret ballot or by raise of hands unless there is only one nominee for the office, in which case the election may be by voice vote.

Section 4. Vacancies and Removal of District Central Committee Officers

- A. Vacancy Conditions: A vacancy in office shall exist in the event of an officer's ineligibility to hold office, death, resignation, removal, permanent absence or permanent disability. The District Central Committee Vacancy Committee shall decide by majority vote of the members of the District Central Committee Vacancy Committee whether sufficient evidence exists of the ineligibility, permanent absence, or permanent disability of any officer. A meeting of the District Central Committee Vacancy Committee shall be held at the call of the Chairman within thirty (30) days of the effective date of any vacancy, and upon no fewer than ten (10) days written notice. In the case of a vacancy in the office of Chairman, the Vice-Chairman shall issue the notice of the meeting of the District Central Committee Vacancy Committee.
- B. Removal: The District Central Committee may remove any officer for good cause and declare a vacancy by the affirmative vote of 2/3 of the members of the District Central Committee present and voting at a regular or special meeting of the District Central Committee. The District Central Committee Vacancy Committee shall convene immediately upon adjournment of the meeting of the District Central Committee at which an officer is removed to fill the vacancy in any officer position.

- C. Declaration of Vacancy by State Chairman: If a vacancy is declared or deemed to exist in an officer position for more than thirty (30) days and no meeting of the District Central Committee Vacancy Committee is pending pursuant to a call or notice to fill such vacancy, the Chairman of the Colorado Republican State Central Committee may issue such a call or notice of a meeting of the District Central Committee Vacancy Committee to fill the vacancy in an officer position, or may appoint an eligible person to fill the vacancy.

ARTICLE IV. DISTRICT VACANCY COMMITTEES

Section 1. Vacancy Committees Created and Empowered:

Vacancy Committees shall be and are hereby organized and empowered to fill vacancies in District Central Committee officers, in the designation and nomination of Republican candidates for the General Assembly for the District, and the Republican Elected Official of the District, in accordance with relevant provisions of Colorado law.

Section 2. District Central Committee Officer Vacancy – District Central Committee Vacancy Committee:

Any vacancy in the office of Chairman, Vice-Chairman or Secretary of this District Central Committee shall be filled by a District Central Committee Vacancy Committee consisting of the remaining officers of the District Central Committee; the chairman, vice-chairman, and secretary of the County Republican Central Committee who reside within the territory included in the limits of the District; and the Republican members of the General Assembly then residing in the District.

Section 3. Vacancy in Designation or Nomination – District Assembly Vacancy Committee:

A. A vacancy caused by:

1. the failure to designate a candidate at the District Assembly; or
2. the declination, death, disqualification, resignation, or withdrawal of the person previously designated by the District Assembly; or
3. the declination, death, disqualification, resignation, or withdrawal of the person nominated at the Republican primary election; or
4. the declination, death, disqualification, or withdrawal of a candidate for elective office after a primary election at which a nomination could have been made for the office had the vacancy then existed;

shall be filled by a District Assembly Vacancy Committee consisting of the Chairman, Vice-Chairman and Secretary of the District Central Committee; the chairman, vice-chairman, and secretary of the County Republican Central Committee who reside within the territory included in the limits of the District; and the Republican members of the General Assembly then residing in the District. No person is eligible for appointment to fill a vacancy in the party designation or nomination unless the person would have met all the qualifications of eligibility to be designated to the primary election ballot at the time of the District Assembly. The Assembly Vacancy Committee shall convene and shall certify the selection of a person who meets the qualifications for Elective Office to the Colorado Secretary of State within thirty days from the date the vacancy occurs in accordance with law.

Section 4. Vacancy in the Republican Elected Official – Elective Office Vacancy Committee:

A. When a vacancy occurs in the office of a Republican Elective Official of this District caused by:

1. the death or resignation of a person who has been sworn into office; or
2. caused by the death or resignation of a person who has been elected to a seat but who has not yet been sworn into office; or
3. a vacancy in a party nomination occurring less than eighteen days before the general election that is caused by the declination, death, disqualification, or withdrawal of any person nominated at the primary election; or

4. the declination, death, disqualification, or withdrawal of any elective officer after a primary election at which a nomination could have been made for the office had the vacancy then existed that cannot be filled before the general election; or
5. a person not taking the oath of office within the time period required by law;

The vacancy shall be filled by the Elective Office Vacancy Committee, consisting of all eligible voting members of the District Central Committee and each Republican precinct committeeperson who resides within the territory included in the limits of the District at the time the vacancy occurs. The vacancy shall be filled until the next regularly scheduled general election. The Elective Office Vacancy Committee shall certify the selection of a person who meets the qualifications for Elective Office to the Colorado Secretary of State within thirty days from the date the vacancy occurs; except that, in the case of a vacancy filled pursuant to Section 1-4-1002 (2.5), C.R.S., the Elective Office Vacancy Committee shall certify the selection within thirty days after the date of the general election affected by the vacancy; or except as otherwise required by law.

Alternative Section 4. Congressional District - Vacancy in Member of Congress

Should any vacancy occur in the office of Representative in Congress from this Congressional District, a Convening Committee composed of the officers of this Congressional District Central Committee and the county chairmen of all counties entitled to Bonus Member representation on this Congressional District Central Committee are hereby designated to convene a Congressional District Convention for the purpose of nominating a candidate to fill a vacancy in the un-expired term of a Representative in Congress and shall provide the procedure for the nomination of such candidate. Upon receipt of the notice of election, the State Chairman of the Colorado Republican State Central Committee shall issue the call for the Congressional District Convention, stating the number of delegates from each county and the method of their selection. The purpose of the Congressional District Convention shall be to nominate a Republican candidate to the ballot for a special congressional vacancy election, in accordance with 1-4-401, et seq., 1-4-701, and 1-12-202, C.R.S., or any successor section, or other applicable provisions of law. Should the Congressional District Convention fail to select a vacancy committee then the Convening Committee of this section is so designated.

Section 5. Notice of Vacancy Committee Meeting:

Notice of any meeting of any Vacancy Committee shall be distributed to each member of the Vacancy Committee by first-class mail at least ten (10) days prior to such meeting, or in accordance with the notice provisions required under Colorado law, whichever is shorter. Such notice shall clearly state the date, time, place and purpose of the meeting.

Section 6. Vacancy Committee Quorum:

The Vacancy Committee quorum shall be one half (1/2) of the members present in person. No member of any Vacancy Committee may vote or otherwise participate in any meeting or any selection or designation by proxy. If a quorum is not present at any Vacancy Committee meeting, the Vacancy Committee shall adjourn the meeting to a future date, time and place certain, within the period required under law to fill the vacancy, without republishing notice of the new meeting.

Section 7. Method of Voting:

All elections of the Vacancy Committee shall be conducted by a secret ballot unless there is only one nominee to fill a vacancy. The person to fill the vacancy shall be elected by a majority vote of those members present and voting. Balloting shall be repeated until a majority vote is cast for one nominee, and no nominee shall be removed from any subsequent ballot unless such nominee voluntarily withdraws.

ARTICLE V. MEETINGS OF THE DISTRICT CENTRAL COMMITTEE

Section 1. Organizational Meeting:

- A. The biennial Organizational Meeting of the District Central Committee shall be held on the same day and in the same location, or in a location proximate to, the organizational meeting of the Colorado Republican

State Central Committee, which Organization Meeting shall be held each odd-numbered year within such time period as may otherwise be required by law. The purpose of the Organization Meeting is to:

1. To Elect a Chairman, Vice-Chairman and Secretary of the District Central Committee;
2. To select or ratify the selection of District Vacancy Committees in accordance with these Bylaws;
3. To conduct such other business as may properly come before the District Central Committee.

B. Meeting Notice:

Notice of the Organizational Meeting of the District Central Committee shall be distributed in accordance with Section 4 of this Article no fewer than ten (10) days before the date of the meeting. Notice of a Committee meeting shall clearly state the time, date, and place of the meeting, and, to the fullest extent possible, the business to be conducted at the meeting.

- C. Failure to Properly Notice: The chairman of the Colorado State Republican Central Committee may include notice of the District Central Committee Organizational Meeting with the call for the Colorado State Republican Central Committee organizational meeting at the request of the District Chairman. Failure of the meeting to be properly noticed shall not invalidate a District organizational meeting held on the same date and proximate to the Colorado State Republican Central Committee organizational meeting in both time and location, provided that the meeting is announced during the Colorado Republican State Central Committee organizational meeting and before the District organizational meeting.
- D. If no meeting is held within the appropriate time frame for the biennial Organizational Meeting, the chairman of the Colorado Republican State Central Committee may issue such a call or notice and she or he may personally or by nominee preside at the meeting so noticed if the District fails to provide a Chair.

Section 2. Special Meetings:

- A. Special Meeting of the Committee may be called at any time by the Chairman on his own initiative or upon the written request of at least twenty five percent of the members. If the Chairman fails to act on the request within ten (10) days, then any voting member may issue the call at the Committee's expense. Special Meetings shall be held no sooner than ten (10) days from the date the call is sent at the time, date, and place as designated by the person calling the meeting.
- B. Special Meeting Notice. Notice of the Special Meeting of the District Central Committee shall be distributed in accordance with Section 4 of this Article no fewer than ten (10) days before the date of the meeting to the members of the District Central Committee. Notice of the Organizational Meeting shall clearly state the time, date, and place of the meeting, and the business to be conducted at the meeting.
- C. Waiver of Notice of Special Meetings: If two-thirds of the membership of the District Central Committee waive notice of the call of a special meeting of the District Central Committee, a special meeting of the Committee may be held without prior notice. Failure of the District Chair to properly provide a call for the Special Meeting shall not invalidate the need and purpose for the Special Meeting.

Section 3. Notice of all Meetings:

Unless otherwise specified herein, the members of any Regular or Special Meeting of the District Central Committee, Vacancy Committee, or other committee of the District Central Committee shall be notified by written notice delivered by United States mail, first class postage prepaid, or electronically delivered by facsimile or by e-mail. All notices shall be directed to the District Central Committee member at her or his address(es) as it appears on the official Committee records as maintained by the Secretary.

Section 4. Form and Venue of Meeting, Electronic and Conference Call:

Except for the biennial Organizational Meeting, any meetings where changes to these Bylaws are considered, or any meeting of any Vacancy Committee, meetings of the District Central Committee may be held by telephone

conference call, or by some other form of electronic communication that permits all participants to hear one another.

ARTICLE VI. VOTING AT MEETINGS OF THE COMMITTEE

Section 1. Method of Voting:

- A. Voice or Rising Vote: With the exception of the elections or removal of officers of the District Central Committee, or the designation or nomination of any candidate for Elective Office, all voting at meetings of the Committee, or at the District Assembly, shall be by voice vote, by raise of hands, or by rising vote at the discretion of the Chairman, unless otherwise provided by the affirmative majority vote of the members present and voting.
- B. Cumulative Voting, Unit Rule: Cumulative voting (which permits an elector to give more than one vote to a single candidate) or Unit Rule shall not be allowed or adhered to at any meeting of the District Central Committee, Vacancy Committee, or District Assembly.

Section 2. Proxies:

Designation: Any voting member who wishes to vote by proxy at those meetings where proxies are allowed shall designate her or his proxy in writing or on a written form which shall be dated, witnessed and submitted to the Chairman prior to the start of the meeting, except that no member may participate by proxy at any Vacancy Committee meeting. All proxies shall apply to a single meeting. An individual designated to cast a proxy vote shall be a qualified Republican elector within the constituency represented by the principal, and a person designated to cast a proxy may vote only if the principal is absent from the meeting at the time of the vote.

Section 3. Quorum Requirements:

Those members present and voting at the Organizational Meeting, or at any Regular or Special Meeting of the Central Committee, shall constitute a quorum, so long as due notice has been given or the meeting is held in accordance with these Bylaws and the rules of the Colorado Republican State Central Committee.

ARTICLE VII. DISTRICT ASSEMBLY, DISTRICT CONVENTION

Section 1. District Assembly

- A. Date and Location: The District Assembly shall be held on a date, time and in a location determined by the Chairman of the District Central Committee after the date of each County Assembly of each County of which the District is comprised, in whole or in part, but before the State Assembly, in those years in which a candidate for Elective Office is designated for election. In the event no date or location is determined by the Chairman of the District Central Committee and no call is issued within thirty days of the State Assembly of the Colorado Republican State Central Committee, the District Assembly shall be held on the day immediately preceding the State Assembly of the Colorado Republican State Central Committee at a location and time to be determined by the State Chairman of the Colorado Republican State Central Committee.
- B. Call of the District Assembly: The call of the District Assembly shall include a statement of the time, place and purpose of the District Assembly. The call of the District Assembly shall, at the request of the District Chair, be included by the chairman of the County Central Committee in the call of the County Assembly, distributed at the Precinct Caucuses, distributed at the County Assembly, or included in the call of the State Republican Assembly by the State Chairman of the Colorado Republican State Central Committee. Failure to properly call the District Assembly shall not invalidate a District Assembly held on the day before and in a location proximate to the State Republican Assembly, provided that the notice of the District Assembly is included in the call of the State Republican Assembly.

Section 2. Qualifications of Delegates and Alternates

The delegates and alternates to the District Assembly shall be selected at the Republican precinct caucuses or at the Republican County Assembly in each in of the Counties of which this District is comprised in whole or in part in accordance with the delegate apportionment plan adopted by the officers of the District Central Committee as provided by law. In the event no separate delegate apportionment plan is adopted by the officers of the District Central Committee, the delegates and alternates to the District Assembly shall be those delegates and alternates to the State Republican Assembly that reside within the territory included in the limits of the District, and an appropriate voting factor shall be applied to multiply or discount the vote of each eligible delegate to apportion the total votes to be cast by those delegates upon an equitable and proportional basis among the portions of the district which lie in separate counties.

Section 3. Voting in the District Assembly

- A. Proxies: No proxies shall be allowed or recognized in the District Assembly.
- B. Vacancies: Any vacancy in a delegate place shall be filled only from among the alternates in attendance at the District Assembly from the precinct for which there is a vacancy. Alternates shall be seated as delegates in the order designated by their precinct caucuses. Alternates must yield to delegates when they are present.
- C. Designation: The District Assembly shall take no more than two ballots for each office to be designated.

Every candidate receiving thirty (30%) percent or more of the votes of all duly accredited District Assembly delegates, who are present and voting for that office, shall be certified by affidavit of the presiding officer and secretary of the District Assembly.

If no candidate receives 30% or more of the votes of all duly accredited District Assembly delegates, who are present and voting for that office, on the first ballot, a second ballot shall be cast for all the candidates for that office. If, on the second ballot, no candidate receives 30% or more of the votes cast, the District Assembly shall certify the two candidates receiving the highest numbers of votes as candidates for the office. The certificate of designation shall indicate the order of the vote received at the District Assembly by the candidates, but the District Assembly shall not declare that one candidate has received the nomination of the District Assembly. If two or more candidates receiving designation have received an equal number of votes, the order of certification of designation shall be determined by lot by the candidates.

- D. Requirements for Nominees: No person shall be eligible for designation by the District Assembly to the Republican primary election ballot unless such person possesses the constitutional and statutory qualifications for such Elective Office and shall have been continuously affiliated as a Republican for at least thirty (30) days preceding the District Assembly, as shown by the voter registration rolls maintained by the County Clerk and Recorder or the Colorado Secretary of State.

Section 5. District Assembly Vacancy Committee

The District Assembly Vacancy Committee shall fill any vacancy that occurs in the Republican designation or nomination of a candidate for Elective Office, in accordance with Article IV, Section 3 of these Bylaws, the bylaws and rules of the Colorado Republican State Central Committee, and the applicable laws of the State of Colorado.

Section 6. District Convention

Delegates and alternates to the District Assembly shall also serve as delegates and alternates to the corresponding District Convention, which District Convention shall nominate such candidates and select delegates and alternates to national political conventions in accordance with law and the bylaws and rules of the Colorado Republican State Central Committee.

ARTICLE VIII. AMENDMENT OF THESE BYLAWS

These Bylaws may be amended at any Regular or Special Meeting of the District Central Committee by the affirmative vote of two-thirds (2/3) of those members present and voting, provided that the proposed amendment was submitted, in writing, to the officers for review, mailed or sent by e-mail no fewer than thirty (30) days prior to the meeting to the members of the District Central Committee, and a copy of the proposed amendment(s) were included in the written notice of the meeting.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order, Newly Revised shall govern the meetings of the District Central Committee, the District Assembly, and all regular or special meetings of the District Central Committee or any of its committees, including any Vacancy Committee, whenever they are applicable and not inconsistent with these Bylaws, the Bylaws and rules of the County Party Central Committee, the bylaws and rules of the Colorado Republican State Central Committee, and applicable law.

Adopted January 14, 2012, Castle Rock Colorado