

**Bylaws  
Of the  
Utah County Republican Party**  
(as amended February 17, 2007)

**Article I - General**

- A. Authority - These Bylaws are established in accordance with Article VIII of the Utah County Republican Party Constitution, dated April 28, 2001, as amended.
- B. Purpose - These Bylaws are designed to establish specific procedures and rules which will be followed by the Utah County Republican Party in performance of its responsibilities. The Bylaws will provide either specific instructions or general guidelines to be followed, as may be most appropriate.
- C. Method of Approval - Any member of the Central Committee may propose Bylaws. Proposed Bylaws shall be submitted in writing to the Constitution and Bylaws Committee. After consideration by the Constitution and Bylaws Committee and the Executive Committee, the Bylaws shall be submitted with recommendations to the Central Committee for consideration. Approval of any new Bylaw or any amendments to these Bylaws shall require a majority vote of a quorum present at any Central Committee Meeting where written notice of any such change to the Bylaws has been previously available (through any means including, but not limited to, publication on the Party website, email, regular mail, and hand delivery) to all Central Committee members at least 7 days prior to the meeting at which the vote will take place.
- D. Distribution - Copies of approved Bylaws will be furnished to members of the Central Committee as directed by the Executive Committee. These Bylaws will be posted on the party website.

**Article II - Index of Bylaws**

- A. Established Bylaws - The following bylaws have been established:
  - 1. Allocation of State Republican Party Convention Delegates
  - 2. Allocation of Utah County Republican Party Convention delegates
  - 3. Allocation of State Central Committee Members
  - 4. Financial and Budget Policies
  - 5. Republican Party Accountability
  - 6. Distribution of Neighbor-to-Neighbor Funds

7. Meetings and Conventions
8. Midterm vacancies in the Legislature
9. Committee Procedures
10. Officers and Delegates

### **Article III - Specific Bylaws**

#### **Bylaw 1 - Allocation of State Republican Party Convention Delegates**

A. General -

1. The Utah State Republican Party Central Committee allocates the number of State Delegate positions to each County. It is the responsibility of the Utah County Republican Party to distribute its allocation in a manner which recognizes the following:
  - a. Allocation to Voting Precincts Caucuses in a proportion representing the number of Republican votes cast in each Voting Precinct for the four Republican Statewide Officers in the last gubernatorial election.
  - b. The contribution of elected officials and party officers.
  - c. Each precinct shall have no fewer than one State Delegate.
2. As used in this bylaw, the following terms shall have the meanings given in this section:
  - a. "Caucus Delegates" shall mean those persons who, in their Voting Precinct Caucuses, are nominated by election to represent the precinct as delegates at the state convention.
  - b. "Ex Officio Delegates" shall mean those persons who are nominated as delegates pursuant to that formula as set forth in this Bylaw 2 to represent the precinct at the state convention. Ex Officio Delegates shall have the same privileges as Caucus Delegates.
3. When an allocation of delegates is received from the State Republican Party Central Committee, the allocation within Utah County shall be computed as stated in this bylaw and shall be listed as an attachment hereto. The attachment shall be updated as needed to conform with this bylaw. All such updates shall be reviewed by the Executive Committee to ensure the attachment accurately reflects

the allocation made herein. The allocation of the delegate positions in Utah County will be distributed for nominations based on the following formulas:

- a. Caucus Delegate Formula:
    - i. One delegate nomination to each Voting Precinct Chair. If the Voting Precinct Chair declines the nomination of State Delegate at the caucus, the caucus shall elect another person to fill that nomination.
    - ii. Nomination for additional state delegates allocated to Utah County shall be apportioned to the Voting Precinct Caucuses pro rata based upon Republican votes cast for statewide (Governor/Lieutenant Governor, Treasurer, Auditor, Attorney General) elective offices in the last gubernatorial election, after first subtracting the number of Ex Officio Delegates.
  - b. Ex Officio Delegate Formula:
    - i. Executive Committee Members
    - ii. Legislative District Vice-Chairs and Education Officers
    - iii. Federal Republican Elected Officials residing in Utah County
    - iv. State Republican Elected Officials residing in Utah County
    - v. County Republican Elected Officials
    - vi. State Party Officers residing in Utah County
    - vii. The most recently released County Party Chair
  - c. Nomination and Formal Selection of Delegates. Delegates will be nominated by election at the Voting Precinct Party Caucuses and Ex Officio Delegates will be identified and nominated by the Steering Committee. Formal selection of the delegates will be made by a vote of County Delegates at the ensuing County Convention.
4. Ex Officio Delegate positions are based on party or elected positions held. When the qualifying position is no longer held, the individual will be considered to have resigned as a delegate and his/her replacement, if any, will be nominated as a delegate.

5. Proposed Ex Officio Delegates will be required to accept their nomination in writing and file this acceptance with the Utah County Republican Party Secretary by the date established by the Steering Committee. Any delegate nomination not accepted will revert to the appropriate Ex Officio replacement procedures established in paragraph six below.
6. Recognizing that some voting precinct delegate position may not be filled for various reasons, the following rules shall apply for filling Caucus Delegate vacancies in the Primary year:
  - a. If a delegate was duly nominated at the Party Caucus, the Voting Precinct Chair may appoint a replacement nominee up until the deadline date established by the Steering Committee.
  - b. If a delegate was duly nominated at the Party Caucus and the Voting Precinct Chair does not appoint a replacement by the deadline, the allocation shall immediately revert to the Ex Officio formula.
  - c. If a delegate was not duly nominated at the Party Caucus, the allocation shall immediately revert to the Ex Officio formula.
7. The following formula shall be followed in the order indicated in nominating delegates for allocations which have reverted to the Ex Officio category in the Primary year:
  - a. Legislative District Committee Member #1 in the rank order established by the number of Republican votes cast for State offices in the last gubernatorial elections.
  - b. Legislative District Committee Member #2 in the rank order established by the number of Republican votes cast for State offices in the last gubernatorial elections.
  - c. The formula described in subparagraphs a. and b. shall continue until all allocated Ex Officio delegates are nominated.
8. Recognizing that Caucus and Ex Officio Delegates may die, resign, or move from the county, the following rules shall apply for replacing delegates in the Primary year:
  - a. If the delegate was nominated at a Voting Precinct Caucus or appointed by the Precinct Chair pursuant to this provision to replace a delegate nominated at a Voting Precinct Caucus, the Voting Precinct Chair may nominate a replacement up until the deadline established by the Steering Committee. If the Voting Precinct Chair fails to make the nomination by

the cut-off date, the Legislative District Chair may nominate one of his/her District officers if done within two days.

- b. If a delegate vacancy occurs among the Legislative District officers, the Legislative District Chair may nominate one of his/her officers, if done by the cut-off date established by the Steering Committee. If the Legislative District Chair fails to make the nomination by the cut-off date, the position shall revert to the Ex Officio Delegate replacement formula.
9. The list of nominated delegates will be compiled by the Party Secretary for presentation to the Utah County Republican Party Convention for selection a State Convention delegates.

### **Bylaw 2 - Allocation of Utah County Republican Party Convention Delegates**

- A. The number and allocation of delegates to the Utah County Republican Party Convention shall be as set forth in this bylaw and shall be listed as an attachment hereto. The attachment shall be updated as needed to conform with this bylaw. All such updates shall be reviewed by the Executive Committee to ensure the attachment accurately reflects the enumeration and allocation made herein.
- B. At least two delegate positions are allocated to each Voting Precinct to be filled by the Voting Precinct Chair and Vice Chair. If the Voting Precinct Chair or Vice Chair declines the position at the caucus, the caucus shall elect another person to fill that position. An additional delegate is allocated to each Voting Precinct for each aggregate 500 Republican votes cast within that Precinct for contested statewide elective offices (Governor/Lieutenant Governor, Treasurer, Auditor, and Attorney General) in the last gubernatorial election.
- C. Ex Officio delegate positions are allocated for the following offices when held by a resident of Utah County:
  - 1. Executive Committee Members
  - 2. Legislative District Vice-Chairs, Education Officers, Committee Members I, and Committee Members II
  - 3. Federal Republican Elected Officials
  - 4. State Republican Elected Officials
  - 5. County Republican Elected Officials
  - 6. State-Wide Republican Party Officers

7. All Past County Chairs
  8. Ten Discretionary Appointments to Republicans for Exemplary Service to the Party as Ratified by the Executive Committee (Such appointments are not limited to but may include the Lincoln Day Dinner Chair, the Convention Chair, Special Events Chairs, special ad hoc committee member, etc.)
- D. If any delegate no longer qualifies under the criteria which made him/her a delegate, that individual loses the delegate authorization and the delegate slot becomes vacant.
- E. Vacancies occurring in the Voting Precinct allocations may be filled by appointment by the Voting Precinct Chair subject to subsequent approval of the Central Committee. If the Voting Precinct Chair fails to make an appointment by the cut-off date set by the Steering Committee, the Legislative District Chair may make the appointment in that precinct subject to subsequent approval by the Central Committee. Vacancies occurring in the Ex officio category are automatically filled by the individual entering the qualifying position.
- F. The Utah County Republican Party Secretary shall maintain a record of the votes per Voting Precinct upon which the allocation of Voting Precinct delegates were based. This record will be available to any individual upon request to the Secretary.

### **Bylaw 3 - State Central Committee Members**

- A. **Allocation from state party.** The sitting members of the Utah State Republican Party Central Committee shall determine the number of positions on the State Central Committee allocated to the Utah County Republican Party for the next two year term. The allocation shall be proportional.
- B. **Election.** The members of the State Central Committee from the Utah County Republican Party shall be elected as follows:
1. The County Chair and County Vice-Chair shall serve as two of the county's representatives to the State Central Committee.
  2. The remaining number of State Central Committee members allocated to represent Utah County on the State Central Committee shall be elected by the delegates to the Utah County Republican Party Organizing Convention in the same manner as other county party positions are elected at said convention.
- C. **Vacancies.** Vacancies arising from death, resignation, or other cause, shall be filled by the next highest eligible vote recipient from the list of candidates who ran for a seat on the State Central Committee at the previous County Organizing Convention. In the case of a tie, a coin toss will decide the one to whom the seat will be offered. If the list of candidates has been exhausted, the vacancy will be filled by the County Executive Committee. Names for consideration shall include anyone who in writing prior to the

next Executive Committee meeting indicates interest in serving. Any member of the Executive Committee may present a name for consideration. The Executive Committee shall approve a replacement at the regularly scheduled Executive Committee meeting to select the replacement for unexpired term. The selected person shall serve without ratification pending ratification by the County Central Committee at its next regularly scheduled meeting.

- D. **De Facto Resignation.** Upon any member of the State Central Committee missing three State Central Committee meetings per term for any reason, that member shall be considered to have resigned, and shall be replaced according to the provision above on filling vacancies.

#### **Bylaw 4 - Financial and Budget Policies**

- A. In conducting the day-to-day affairs of the Utah County Republican Party, the Steering Committee shall have the power to transfer between line items of the budget with the approval of a majority of the Steering Committee, but only the Central Committee shall have the power to change the total budget or to approve deficit spending.
- B. All individual expenditures exceeding \$5,000 must have the specific approval of the Central Committee.
- C. All individual expenditures exceeding \$2,000 must have the specific approval of the Executive Committee.
- D. All individual expenditures of \$500 or more must have specific approval of the Steering Committee.
- E. All individual expenditures of less than \$500 must have the approval of at least two of the four party officials who are checking signatories.
- F. When handling cash from major fund drives, at least two unrelated people will open, count, prepare and deliver the bank deposit.
- G. When the Steering Committee makes payments for authorized expenditures from party funds, such payments shall be made only by check, shall require the co-signatures of any two of the four Elected County Party Officers, and shall have been approved by the appropriate governing committee as budgeted.
- H. On or before October 1st of each year, the Central Committee shall approve a budget for the coming election cycle and set limits on the amounts the Executive or the Steering Committees may approve for disbursement without prior Central Committee approval.
- I. Prior to each organizing convention, a financial review shall be conducted by an independent CPA firm which is appointed by the Central Committee and which is

independent of the Executive Committee. The results of the review shall be presented to the Central Committee and reported at the County Convention.

### **Bylaw 5 - Republican Party Accountability**

- A. Elected and Appointed Officers - All elected and appointed Party officers, including County Party Chair, Vice-Chair, Treasurer, Secretary, and appointed Officers and Committee Members; all Legislative District Chairs, Vice-Chairs, Education Officers and Committee members; all Voting Precinct Chairs, Vice-Chairs, Secretaries, Treasurers, and Committee Members; and members of any other standing and/or ad hoc committees shall, upon assuming office, agree to:
1. Fulfill the obligations and responsibilities specified in the Utah County Republican Party Constitution.
  2. Publicly support only Republican candidates for partisan public office. Any officer who publicly supports or runs as a non-Republican Party candidate in a partisan race will be subject to removal for cause from his/her elected or appointed office. ("Publicly supports" includes such things as, but is not limited to, giving written or oral public endorsements, posting signs, allowing the use of the officer's name in campaign literature, writing letters to the editor, providing money or in-kind contributions.)
  3. Submit in writing to the Executive Committee, upon filing for any partisan public office, notification of said filing and to take a Leave of Absence until no longer a candidate for partisan public office. During the Leave of Absence, the Elected or Appointed Officer will retain all Convention voting privileges associated with the delegate status of the office. However, all obligations and responsibilities specified for the office shall revert to the remaining officer holders for the organization, precinct, or district.
  4. Resign from their Utah County Republican Party office upon being elected to a partisan public office.
- B. Candidates for Public Office - All Republican candidates who have declared their intention to seek a partisan elected office, county office or legislative office within Utah County, shall be requested to meet with the Steering Committee, or its designee, prior to convention to discuss written instructions, approved in advance by the Executive Committee, regarding the Party's standards of and candidates willingness to adhere to:
1. Fitness for public office, including but not limited to maintaining the highest degree of honesty, morality, and integrity and refraining from any conduct which would cause embarrassment to the Party; and
  2. Publicly support only Republican candidates for partisan public office; and
  3. After the Utah County Republican Party has a nominee, any elected office holder or candidate who supports (i.e. money or in-kind contributions, posting signs, public endorsements, etc.) or runs as a non-Republican Party candidate will be ineligible to run as a Republican during the next election cycle for any Utah

County Republican Party office or partisan elected office nominated by the Utah County Republican Party.

4. Each candidate shall be briefed concerning Party procedures, platform, and actions for any candidate's failure to abide by these standards. In the event a candidate refuses to meet with the Steering Committee, refuses to agree to abide by these standards, or materially deviates from these standards during the campaign, the Party may withdraw its support and communicate the same to all voting delegates prior to the convention, or take any other action consistent with this Bylaw.
- C. County Party Officers - All county level Party officers including the County Chair, Vice-Chair, Treasurer, Secretary; and the five Appointed Officers; must show pre-convention and primary neutrality toward Republican candidates for public office where Republican opposition exists. Such things as, but not limited to, written endorsements, the use of officers' names in campaign literature, and letters to the editor favoring one Republican candidate over another are prohibited for these officers until the Party has chosen a nominee for the office in question. All other Party Officers at the Legislative District and Precinct levels are not subject to the neutrality requirement, but may not use their party office titles either verbally or in writing in any campaign endorsement materials or public statements for any candidate in pre-primary elections.
- D. Officer and Delegate Accountability --
1. Any member of the County Central Committee may file with the Executive Committee a written and signed complaint containing specific allegations that a Party officer or delegate has violated these standards. The Executive Committee must act upon any such complaint in a timely manner, including the possibility of removal for cause, as specified in Article III.G.2.d. of the Constitution.
  2. The Central Committee may discipline any Party officer or delegate without prior action by the Executive Committee, as specified in Article III.G.1.i. of the Constitution.
  3. Any officer or delegate removed for cause shall be ineligible to hold Party officer or delegate position in the next election cycle.

### **Bylaw 6 - Distribution of Neighbor-to-Neighbor Funds**

- A. Neighbor-to-Neighbor Funds - The Neighbor-to-Neighbor drives are designed to raise funds to be used in operation of the Utah County Republican Party. The organizations primarily responsible for the success of these drives are the Legislative Districts. All funds collected will be turned in to the Utah County Republican Party Treasurer.
- B. Legislative District Expenses - Legislative District officers may be reimbursed for expenses incurred as a result of activities relating to Republican Party business, when previously approved and authorized by the Executive Committee.

## **Bylaw 7 - Meetings and Conventions**

- A. Voting Precinct Caucus Meetings shall be held by each Voting Precinct entitled to delegates on the date determined by the State Republican Party leadership. The caucus meetings shall be held each general election year for the purpose of organizing to effectively participate in the political process as directed by the Central Committee.
1. Each Meeting shall convene at the time and place appointed, which place shall be within the precinct or in a public building in a nearby precinct. Notice of the time and place of the meeting shall be posted in at least three public places in the precinct at least five days prior to the date of such meeting; and the notice shall specify the number of delegates to the County Party Conventions to be elected.
  2. Only citizens who will be at least eighteen years old by the next November election and who reside in the Voting Precinct shall be entitled to vote in the Voting Precinct Caucus.
  3. Each Voting Precinct Caucus shall elect Voting Precinct Officers and County Convention Delegates, shall nominate a specified number of Delegates to the State Republican Party Conventions, and shall submit nominations for Registration Agents and Election Judges to the County Clerk.
  4. Balloting, or the opportunity therefore, shall continue for at least one hour after the time the meeting opens for business. The results of balloting shall be submitted through Legislative District Chairs to the Steering Committee immediately after adjournment.
- B. The Legislative District Caucus shall be held between July 15 and December 1 following the Organizing Convention. In any organizing year that follows a Federal Census (every ten years), when approved by a majority vote of the Central Committee quorum present, Legislative District Caucuses can be held anytime between the Organizing Convention and February 1, following the Organizing Convention. Legislative District Committee Members I and II or their replacements shall be appointed by the Legislative District officers and shall serve until the completion of the next Legislative District organizing caucus.
- C. Central Committee Meetings
1. The Central Committee shall meet sufficiently in advance of Voting Precinct Caucuses, Conventions and elections to conduct party business preparatory to those events and at other times as determined by the Executive Committee.
  2. The Central Committee shall meet within one month of the Voting Precinct Caucuses to set the schedule of meetings for the next six months and tentatively for the next two years and for the members to learn their duties and become familiar with this Constitution.
  3. The Central Committee may at any meeting consider and vote upon changes to these Bylaws or recommended changes to the Party Constitution.
- D. Nominating Convention

1. The Utah County Republican Party Nominating Convention shall be held during the month of April or May of each even-numbered year and before the State Republican Party Nominating Convention, for the purpose of selecting party candidates for the County Elections. Oral notice of the convention shall be given at each Voting Precinct Caucus meeting and written notice shall be mailed to each delegate. The Convention shall convene at the time and place designated by the Executive Committee and shall conduct party business as directed by the Executive Committee.
2. The Utah County Republican Party Nominating Convention business shall include, but is not limited to, the following:
  - a. Certification of County Delegates to the Convention.
  - b. Election of members of the Central Committee for the ensuing term by the following motion:

"I move that the voting membership of the Utah County Republican Party Central Committee consist of the Voting Precinct Chairs and Vice-Chairs; the Party's Elected County Officers; the Party's Appointed County Officers; the Legislative District Chairs, Vice-Chairs and Education Officers; and all County, State and Federal Elected Officials."
  - c. Selection of Delegates to the State Republican Party Convention by the following motion:

"I move that we elect the Delegates to the Utah State Republican Convention from Utah County. These Delegates are those persons nominated as State Delegates according to the formula adopted by the Central Committee in Bylaw 1. Those nominees include those nominated in their Voting Precinct Caucuses and those nominated by the Steering Committee as provided in Bylaw 1. A list of these nominated Delegates has been submitted to the Convention Chair."
  - d. Nomination of Candidates: Nominating and seconding speeches may be made on behalf of any candidate who has properly filed a declaration of candidacy or an acceptance thereof with the County Clerk. Caucuses of delegates from political subdivisions may be held in conjunction with the Convention to receive nomination of candidates for offices representing such subdivisions.
  - e. Balloting: Only certified delegates shall proceed to cast official secret ballots for all contested offices. Balloting shall open and close at the discretion of the convention for such time as will afford all duly accredited delegates an opportunity to cast their ballots.
  - f. Election Results: Ballots shall be counted by judges selected by the Convention. Unless the Central Committee adopts differing rules at least sixty (60) days prior to a Convention, the following rules shall apply to balloting at a Convention:

- i. Upon completion of the counting of ballots by the Convention Judges, if one Candidate receives sixty percent or more of the votes cast, he or she shall become the party's Candidate in the General Election without running in the Primary Election.
- ii. If there are five or more candidates and no Candidate receives sixty percent or more of the votes cast, the three Candidates who receive the highest number of votes shall be placed on a ballot and voting shall proceed again. If one Candidate then receives sixty percent or more of the votes cast, he or she shall become the party's Candidate in the General Election without running in the Primary Election.
- iii. If there are fewer than five candidates and no Candidate receives sixty percent or more of the votes cast, or if no Candidate in the second round of balloting described above receives at least sixty percent of the votes cast, the two Candidates who receive the highest number of votes shall be placed on a ballot and voting shall proceed again. If one candidate then receives sixty percent or more of the votes cast, he or she shall become the party's Candidate in the General Election without running in the Primary Election.
- iv. If, in the balloting described above, no Candidate receives at least sixty percent of the votes cast, the two final candidates shall be declared the party's nominees to run at the Primary Election.

E. Organizing Convention

1. The Utah County Republican Party Organizing Convention shall be held on or before the 15th of August of each odd-numbered year. Notice of the Convention shall be mailed no later than forty days prior to the date of the Convention to the same delegates as attended the next previous Nominating Convention or to their duly appointed successors. The Convention shall convene at the time and place designated by the Central Committee and shall conduct party business as directed by the Executive Committee.
2. The Utah County Republican Party Organizing Convention business shall include the election by ballot of the four County Party Officers and the State Central Committee members as provided in the Bylaws. Only qualified members who filed a declaration of their candidacy with the County Party Secretary at least fourteen days before the convention shall have their names placed on the ballots provided by the Party. The Convention Chair shall certify to the Convention the election results.
3. Adoption of a Party Platform.

F. The Executive Committee shall call other meetings and conventions as needed.

## **Bylaw 8 - Midterm Vacancies in the Legislature**

- A. In the case of a mid-term vacancy of a Republican in the Utah State Senate or House of Representatives for a district entirely within Utah County, the Party shall call a convention of county delegates residing in the precincts comprising the district having the vacancy for the purpose of electing a replacement.
- B. Such election shall follow the same voting procedures and rules used for Nominating Conventions as outlined in Bylaw 7, Section D, governing the selection of party candidates, except as modified below.
  - 1. If, after the round of balloting in which only two candidates remain, neither candidate receives at least sixty percent of the votes cast, the vote totals for each candidate shall be announced and voting proceed one last time. The candidate who then receives the most votes shall be the Party's selection to fill the midterm vacancy.
  - 2. In the case of a tie between the two remaining candidates, the Party selection to fill the midterm vacancy shall be determined by a coin toss.
- C. Eligibility. Any candidate who was registered as a Republican in the most recent general election and is currently eligible to file as a Republican candidate may file for a midterm vacancy.
- D. The Party Chair and Secretary shall certify the selection made under this bylaw to the State Party Chair in accordance with Utah Code section 20A-1-5-3.

## **Bylaw 9 - Committee Procedures**

- A. The **Steering Committee** shall meet as needed, but not less than once a month. Additional meetings shall be held at the call of the County Party Chair or at the request of any two Steering Committee members. A quorum shall consist of a majority of its members.
  - 1. When the Steering Committee vetoes motions passed by the Central Committee, vetoes must be submitted in writing to the County Party Secretary at the meeting where the motion is passed or no later than seven days thereafter. Vetoes presented to the Secretary during the meeting in which the motion is passed may be over-ridden by the Central Committee only at that meeting. If the veto occurs after the meeting in which the motion is passed, the County Party Secretary shall mail a notice to each member of the Central Committee, which notice shall contain a copy of the motion, with the reason for the veto, and a call to a Central Committee Meeting for the purpose of considering an over-ride of the veto. The notice shall be mailed no later than seven days after the veto is received by the Secretary. Each Central Committee Meeting called to consider an over-ride shall be held no earlier than seven days after the notice is mailed and no later than twenty-four days after the veto is received by the Secretary.
  - 2. Each of the officers of the Steering Committee may appoint such committees and/or assistants as needed to perform the functions of said office with the

approval of the Steering and Executive Committees, such committees and assistants being accountable to the appointing authority. Such assistants or committees may attend meetings of the Steering, Executive, and Central Committees as needed when invited by the Party Chair, but shall have no voice nor vote in any such meeting unless also a member of that body or unless invited by the Party Chair to speak.

- B. **Executive Committee.** Chairs of the Legislative Districts may appoint a proxy, in writing, from among their subordinate officers to represent them in their absence. The Executive Committee shall meet at least once each month. Additional Executive Committee Meetings may be called by the County Party Chair, the Steering Committee or the Executive Committee. A quorum shall consist of a majority of legislative district chairs, or their proxies, and a majority of the Executive Committee.
  
- C. **Central Committee.** Proxies shall not be permitted, but a non-voting representative may attend to obtain information on behalf of any absent member. The Central Committee shall meet as needed, but not less than once a quarter. Central Committee Meetings may be called by the Steering Committee, the Executive Committee or upon the petition of ten percent of the members of the Central Committee. A quorum shall exist when at least thirty Voting Precinct Chairs or Vice-Chairs are present.

The Central Committee has the power to over-ride a veto by the Steering Committee, which over-ride requires a two-thirds majority vote of the quorum present, provided that the over-ride occurs no later than the end of the next Central Committee Meeting held after the veto.

D. **Constitution and Bylaws Committee**

- 1. **Number of Members.** The Constitution and Bylaws Committee shall have seven (7) members. The Chair of the Constitution and Bylaws Committee shall become a member of the County Executive Committee.
  
- 2. **Purpose.** The Constitution and Bylaws Committee is the guardian of the Party Constitution and Bylaws.
  
- 3. **Changes.** The Constitution and Bylaws Committee is responsible for reviewing the Party Constitution and Bylaws and making recommendations to the County Central Committee for changes as the need arises.
  
- 4. **Exclusion.** No County Wide Party Officer or County-Wide Party employee may be a member of the Constitution and Bylaws Committee.
  
- 5. **Election.** All members (including the Chair and Vice-Chair) shall be elected at the Third Quarter Central Committee Meeting during the "organizing" year.
  
- 6. **Term.** All members shall serve for a term of two years unless:
  - a. removed for cause, or
  - b. the member moves out of the County, or
  - c. the member resigns, or
  - d. the member dies.

7. Removal. Should any Committee member be removed from office as an officer or a delegate pursuant to Bylaw 11, C. (removal for cause), he/she shall automatically be removed from the Constitution and Bylaws Committee as well. This provision shall apply (in any case of removal for cause) to anyone serving on this Committee, whether that person is then serving as an officer [or a delegate] or not.
8. Nominations.
  - a. In order to be considered a candidate to serve as a member of this Committee, a declaration of candidacy must be filed with the County Party Secretary at least one week prior to the Central Committee Meeting of election.
  - b. Nominations will only be accepted from the floor if there has been an inadequate number of declarations of candidacy received to fill all vacancies. In such case, those who submitted declarations of candidacy will automatically be elected, and floor-nominated candidates will vie for election to the remaining positions.)
  - c. The Chair and Vice-Chair of this Committee shall be nominated by the members of the Committee from among its members. Such nomination must then be ratified by both the Executive Committee and the Central Committee.
9. Meetings. Meetings shall be held from time to time as required in order to fulfill the purpose (D.2. above) and make necessary changes (D.3. above). The County Chair is responsible for setting and conducting the first meeting after members of the Committee have been elected.
10. Vacancies. The method of replacement to fill an unexpired term on this Committee shall be as follows:
  - a. If the Chairmanship becomes vacant, the Vice-Chair shall have the option of filling that position. The Constitution & Bylaws Committee members shall then nominate a qualified member of their Committee to become the new Vice-Chair. If the Vice-Chair declines the position of Chair, the Committee members shall nominate another qualified member of their Committee to fill that position. (In the event of a tie vote, the soon-to-be vacated Committee-member position described in b. below shall first be filled, and then another vote taken of the entire Committee.)
  - b. If any other Committee member position becomes vacant, the Committee Chair shall nominate a qualified member of the County Central Committee to succeed to the position.

- c. The nominee in either case above shall serve an interim appointment with all the authority and responsibility of that position until such nomination is approved by both the Executive Committee and the Central Committee (or the nomination is rejected by either).

**E. Audit Committee**

1. Number of Members. The Audit Committee shall have five (5) members. The Chair of the Audit Committee shall become a member of the County Executive Committee.
2. Purpose. The Audit Committee shall select a qualified CPA firm to review or audit the Party's financial records for the past fiscal year. The Audit Committee shall oversee the review or audit and present the review or audit report to the Executive Committee for review and its recommendations for approval or disapproval of the review or audit report before submitting the review or audit report to the County Central Committee for approval.
3. Exclusion. No County-Wide Party Officer or County-Wide Party employee may be a member of the Audit Committee.
4. Election. All members (including the Chair and Vice-Chair) shall be elected at the Third Quarter Central Committee Meeting during the "organizing" year.
5. Term. All members shall serve for a term of two years unless;
  - a. a member is removed for cause, or
  - b. the member moves out of the County, or
  - c. the member resigns, or
  - d. the member dies.
6. Removal. Should any Committee member be removed from office as an officer or a delegate pursuant to Bylaw 11, C. (removal for cause), he/she shall automatically be removed from the Audit Committee as well. This provision shall apply (in any case of removal for cause) to anyone serving on this Committee, whether that person is then serving as an officer [or a delegate] or not.
7. Nomination.
  - a. In order to be considered a candidate to serve as a member of this Committee, a declaration of candidacy must be filed with the County Party Secretary at least one week prior to the Central Committee Meeting of election.
  - b. Nominations will only be accepted from the floor if there has been an inadequate number of declarations of candidacy received to fill all

vacancies. In such case, those who submitted declarations of candidacy will automatically be elected, and floor-nominated candidates will vie for election to the remaining positions.

- c.. The Chair and Vice-Chair of this Committee shall be nominated by the members of the Committee from among its members. Such nomination must then be ratified by both the Executive Committee and the Central Committee.
- 8. Meetings. Meetings shall be held from time to time as required in order to fulfill the purpose (E.2. above) of the Committee. The County Chair is responsible for setting and conducting the first meeting after members of the Committee have been elected.
- 9. Vacancies. The method of replacement to fill an unexpired term on this Committee shall be as follows:
  - a. If the Chairmanship becomes vacant, the Vice-Chair shall have the option of filling that position. The Audit Committee shall then nominate a qualified member of their Committee to become the new Vice-Chair. If the Vice-Chair declines the position of Chair, the Audit Committee shall nominate another qualified member of the Committee to fill that position. (In the event of a tie vote, the soon-to-be vacated Committee-member position described in b. below shall first be filled, and then another vote taken of the entire Committee.)
  - b. If any other Committee membership position becomes vacant, the Committee Chair shall nominate a qualified member of the County Central Committee to succeed to the position.
  - c. The nominee in either case above shall serve an interim appointment with all the authority and responsibility of that position until such nomination is approved by both the Executive Committee and the Central Committee (or the nomination is rejected by either).
- G. **Ad Hoc and Standing Committees** may be appointed by any Chair or by any governing committee and shall be accountable to the appointing authority.

### **Bylaw 10 - Officers and Delegates**

- A. Officers shall provide, without discrimination or restriction, equal access to party information and services within the officer's responsibility to all Republican candidates for whom the officer's constituents may vote. The nine (9) members of the Steering Committee shall not publicly endorse or support any Republican Candidate for public office while the candidate is opposed by another Republican candidate for the same office.

- B. An Officer or Delegate who moves out of the geographic subdivision from which they were elected or appointed shall be considered to have resigned, de facto, and shall not continue in that office nor in any ex-officio positions associated with that office.
- C. No officer or delegate shall be removed from office except for cause and provided that the officer or delegate is given at least fourteen days' advance written notice of the allegation, is given opportunity for a fair hearing by the Executive Committee, and is given the right to appeal to the Central Committee for reconsideration of an adverse finding and recommendation by the Executive Committee. If the officer or delegate so charged fails to respond to the notice and fails to appear at the hearing, or if the officer or delegate does not appeal an adverse finding within fourteen days after the hearing, then the decision of the Executive Committee shall be final.
- D. In case of death, physical or mental disability, resignation or removal from office for cause of any elected party official or delegate or in the case of a vacancy for any other reason, the order of succession or the method of replacement to fill the unexpired term of office shall be as follows:
  - 1. When any Chairmanship becomes vacant, the Vice-Chair shall succeed to the Chairmanship without further approval, unless the Vice-Chair declines.
  - 2. When any Chairmanship becomes vacant and the Vice-Chairmanship is also vacant or the incumbent Vice-Chair declines succession, the following procedures will apply:
    - a. In the case of the County Party Chairmanship, the Executive Committee shall nominate a qualified party member to become the new Chair. The nominee and other candidates for this office shall file their candidacy with the County Party Secretary at least seven days prior to the next scheduled Central Committee Meeting. The Central Committee shall elect a replacement by ballot.
    - b. In the case of other Chairmanships, the Chair of the next higher level of organization shall nominate a qualified party member of that precinct or district to succeed to the office.
  - 3. When any other position becomes vacant, the Chair of the respective organizational level shall nominate a qualified member of the electing area to succeed to the office.
  - 4. The nominee in each case above shall serve an interim appointment with all the authority and responsibility of that office until the nomination is approved by both the Executive Committee and the Central Committee, or the nomination is rejected by either.

5. These five appointed officers shall be nominated by a majority of the four Elected County Party Officers and approved by the Executive Committee and the Central Committee, and shall serve only during the term of the four Elected County Party Officers.
  
6. The Utah County Republican Party Chairman, within 30 days following the Organizing convention or within 30 days of a vacancy in the position, shall appoint, subject to Executive Committee approval, a Utah County Republican Party Parliamentarian. The Parliamentarian should be experienced in the Parliamentary procedures, and if this is not practical, should be willing to obtain proper knowledge and experience. The Utah County Republican Party Parliamentarian shall serve as Parliamentarian at all Central Committee meetings as well as at all conventions.