

BYLAWS
OF THE
IDAHO DEMOCRATIC PARTY
Adopted June 6, 2009



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**ARTICLE I
NAME**

Section 1.1 Name. The name of the organization is the Idaho Democratic Party (the “IDP”).

**ARTICLE II
PURPOSE**

Section 2.1 Purposes of the IDP.

2.1.1 To promote the interests of the IDP in the State of Idaho;

2.1.2 To elect candidates to public offices in all levels of government;

2.1.3 To adopt a platform declaring policy positions of the IDP;

2.1.4 To represent the IDP with other states and at the national level;

2.1.5 To assist and support Idaho Democratic county and legislative district organizations;

2.1.6 To create county and legislative district organizations and to nominate candidates to fill vacancies of Democratic officeholders as provided herein.

2.1.7 To engage in other activities necessary to manage and transact IDP business consistent with law and the Democratic National Committee’s (“DNC”) national charter (the “National Charter”).

**ARTICLE III
MEMBERS**

Section 3.1 Open and Inclusive Organization. The IDP is open and inclusive and all persons who wish to support the values and goals of the IDP are encouraged to participate fully in party activities. The IDP designates certain persons as the members of the IDP in these bylaws solely for purposes of defining the formal operations of the party.

Section 3.2 Designation of IDP Organizations. The IDP consists of several organizations, operating at the state level and in each county and legislative district in Idaho. These organizations are as follows, each with the powers and duties set forth in these bylaws:

3.2.1 A state central committee (the “State Committee”);

3.2.2 A legislative district committee (the “Legislative District Committee”) for each Idaho legislative district (currently Idaho has 35 legislative districts); and

3.2.3 A county central committee (the “County Committee”) for each Idaho county (currently Idaho has 44 counties).

Section 3.3 The State Committee.

3.3.1 State Committee Membership. The members of the State Committee (the “State Committee Members”) are:

3.3.1.1 County Membership. The chair of each County Committee (the “County Chair”), and the state committeeman and the state committeewoman from each county. Based on the number of counties as of June 6, 2009, the State Committee has a total of 132 positions for representatives from County Committees;

3.3.1.2 Legislative District Membership. The chair of each Legislative Committee (the “Legislative District Chair”). Based on the number of legislative districts as of June 6, 2009, the State Committee has a total of 35 positions for representatives from Legislative Committees;

3.3.1.3 State Officer Membership. The chair of the State Committee (the “State Chair”), the vice-chair of the State Committee (the “State Vice-Chair”) and the treasurer of the State Committee (the “State Treasurer”).

3.3.1.4 Total Membership. The total number of positions on the State Committee is 170. No person may hold more than one position on the State Committee at the same time.

3.3.1.5 Certification. Within thirty (30) days following the organizational meetings required in Sections 5.3.2 and 5.4.2, each County Committee and each Legislative District Committee shall certify to the State Committee the names and full contact information of its members on the State Committee. Each County Committee and each Legislative District Committee shall update its certification within thirty (30) days following any change in the designated members.

3.3.1.6 Resignation. A State Committee Member may resign only by written notice to the State Chair and to the County Chair or Legislative District Chair. Such resignation shall be effective immediately.

Section 3.4 The Legislative District Committee. The members of each Legislative District Committee (the “Legislative District Members”) are:

3.4.1 The precinct committeemen and precinct committeewomen (collectively, the “Precinct Captains”) within the legislative district; and

3.4.2 The Legislative District Chair.

Section 3.5 The County Committee. The members of each County Committee (the “County Members”) are:

3.5.1 The Precinct Captains within the county; and

3.5.2 The County Chair.

Section 3.6 Precinct Captain Vacancies. At any of its meetings, the County Committee shall have the power to appoint legally qualified candidates to fill any vacancy in Precinct Captain positions. If such appointments are made, the County Chair shall provide such notice to the county clerk or otherwise as provided by law. Failure to notify the county clerk or to follow any other provision of Idaho election law shall not nullify the validity of the appointment. The State Chair shall have the authority to appoint legally qualified persons to vacant Precinct Captain positions should the County Committee be unable to do so.

Section 3.7 Affirmative Action. The IDP shall ensure the widest and fairest representation of its members in its organization and activities. All rules shall be adopted by procedures that assure the fair and open participation of all interested people. Discrimination in the conduct of Party affairs on the basis of race, sex, age, color, creed, national origin, religion, ethnic identity, sexual orientation, economic status, philosophical persuasion or physical disability shall be prohibited.

Section 3.8 County and Legislative District Authority to Adopt Bylaws. County and Legislative District Committees are entitled to enact additional bylaws for themselves provided those bylaws do not conflict with the bylaws set forth herein.¹

ARTICLE IV OFFICERS

Section 4.1 Officers of the State Committee.

4.1.1 Designation of Officers. The officers of the State Committee (the “State Officers”) are:

4.1.1.1 The State Chair;

4.1.1.2 The Vice-Chair of the State Committee (the “State Vice-Chair”);

and

4.1.1.3 The treasurer of the State Committee (the “State Treasurer”).

4.1.2 Eligibility. Any legal resident of the State of Idaho who is neither a

¹ One example is the ability of the County and Legislative District Committees to create additional offices within their own organizations, as exemplified by the following sample:

1. The Alturas County Democratic Party is the county committee for Alturas County as set forth in the Bylaws of the Idaho Democratic Party, subject to the following additional provisions set forth herein.
2. The Alturas County Democratic Party shall have a Treasurer, responsible for the handling and accounting of all funds on behalf of the county committee.

candidate for, nor incumbent in the office of United States Senator, United States Representative, or any position elected from the State of Idaho at-large, shall be eligible to be a State Officer.

4.1.3 Nomination and Election. The State Chair, State Vice-Chair and State Treasurer shall be nominated from the floor and elected at the organizational meeting of the State Committee to be held in conjunction with the Frank Church Banquet in the year following each legislative general election. Voting shall be by signed ballot and a majority of members present shall be required to elect.

4.1.4 Term of Office. The State Officers shall be elected for terms of two (2) years beginning immediately following the meeting at which they are elected and ending when their successor takes office. The State Officers are not limited in the number of terms in office they may serve.

4.1.5 Removal from Office. Any State Officer may be removed from office in accordance with the following procedure:

4.1.5.1 Action shall be initiated by a petition specifying the reasons for removal and bearing the signatures of one-quarter or more members of the State Committee. The completed petition shall be delivered to the IDP state office.

4.1.5.2 Within seven (7) days of delivery of a petition meeting the criteria in Section 4.1.5.1, the State Chair shall call and set a date, time and location for a special meeting of the State Committee. The meeting shall occur within thirty (30) days of the State Chair's receipt of the petition. If the State Chair fails to call such a meeting, any other State Officer may do so. If all the State Officers fail to call a meeting, the petitioners may issue the call.

4.1.5.3 The IDP staff shall mail a notice of any special meeting where a petition for removal of an officer is to be considered together with a copy of the petition to all members of the State Committee at least fifteen (15) days prior to the date of the meeting.

4.1.5.4 A State Officer may be removed from office by a majority vote of the State Committee present at the special meeting. The quorum requirements of Section 5.2.5 shall apply.

4.1.5.5 A special meeting called for removal of a State Officer may include other items on the agenda which shall be adopted at the beginning of the meeting.

4.1.6 Vacancies. A vacancy in the office of any State Officer may be filled in accordance with the following procedure:

4.1.6.1 In case of the resignation, death or incapacity of the State Chair, the State Vice-Chair shall become the acting State Chair until the next meeting of the State Committee, at which time any unexpired portion of the term shall be filled by a special election conducted in accordance with Section 4.1.3 above.

4.1.6.2 The executive committee of the State Committee (the “Executive Committee”) shall make temporary appointments to fill vacancies in the positions of State Vice-Chair and State Treasurer from the time such vacancies occur until the unexpired terms can be filled by special election at the next meeting of the State Committee.

4.1.6.3 Any vacancy occurring after a meeting has been called shall be filled at that meeting.

4.1.6.4 Voting shall be by signed ballot and a majority of members of the State Committee present shall be required to elect.

4.1.7 Duties. The State Officers shall have the following duties:

4.1.7.1 State Chair. The State Chair shall:

- (i) Preside at all meetings of the State Committee and the Executive Committee.
- (ii) Prepare a proposed agenda for each meeting of the State Committee.
- (iii) In consultation with the Executive Committee, appoint the chair of all standing and special committees except as provided elsewhere in these bylaws.
- (iv) Appoint the legal counsel of the IDP with the approval of the Executive Committee.
- (v) Employ and appoint all other full-time paid personnel with the approval of the Executive Committee; and
- (vi) Perform such duties as may be assigned by the State Committee as well as those which are customarily delegated to the State Chair.

4.1.7.2 State Vice-Chair. The State Vice-Chair shall:

- (i) In the absence of the State Chair, or the inability to act, the State Vice-Chair may perform the duties of the State Chair with prior approval of the Executive Committee.
- (ii) The State Vice-Chair shall also discharge such other duties as the State Committee may assign.

4.1.7.3 State Treasurer. The State Treasurer shall:

- (i) Be the official custodian of all funds and securities of the State Committee of the IDP.
- (ii) Maintain adequate records pertaining to the finances

of the State Committee.

(iii) Pay all legal obligations and receive all monies of the State Committee.

(iv) Prepare and submit to the Executive and State Committee a financial report for each fiscal year within thirty (30) days of its closure.

(v) Perform such duties as may be assigned by the State Committee and such duties as are customarily delegated to the Office of Treasurer.

Section 4.2 Officers of the Legislative District Committees.

4.2.1 Designation of Officers. The officers of each legislative district (the “Legislative District Officers”) are:

4.2.1.1 The Legislative District Chair;

4.2.1.2 The vice-chair of the legislative district (the “Legislative District Vice-Chair”); and

4.2.1.3 The secretary of the legislative district (the “Legislative District Secretary”).

4.2.2 Eligibility. Any legal resident of the state of Idaho who is neither a candidate for, nor incumbent in the office of United States Senator, United States Representative, or any position elected from the state at-large shall be eligible to be a Legislative District Officer.

4.2.3 Nomination and Elections.

4.2.3.1 The Legislative District Members for a legislative district shall elect the Legislative District Officers for that legislative district. If the Legislative District Chair is also a Precinct Captain in that legislative district, he or she shall have only one vote.

4.2.3.2 The Legislative District Officers shall be nominated from the floor and elected at the organizational meeting of the Legislative District Committee. Voting shall be by roll call vote and a majority of the Legislative District Members present shall be required to elect each Legislative District Officer. The Legislative District Committee may adopt such run-off procedures as it deems appropriate.

4.2.4 Term of office. The Legislative District Officers shall be elected for terms of two (2) years, beginning immediately following the organizational meeting at which they are elected and ending when their successor takes office. The Legislative District Officers are not limited in the number of terms in office they may serve.

4.2.5 Removal. The Legislative District Officers may be removed by following

the procedures set forth for removal of State Officers set forth in Section 4.1.5 with the exception that at least one-quarter of the Precinct Captains in the legislative district must sign the removal petition.

4.2.6 Vacancies.

4.2.6.1 In the event of a vacancy in the office of Legislative District Chair, the Legislative District Vice-Chair shall convene a meeting of the Legislative District Committee within thirty (30) days of the vacancy to elect a new Legislative District Chair. If the Legislative District Vice-Chair fails to complete the election or if the legislative district does not have a Legislative District Vice-Chair, the State Chair shall convene the meeting, and designate a person to conduct the meeting, within thirty (30) days of the vacancy, if feasible.

4.2.6.2 Following the vacancy in the position of Legislative District Chair, the Legislative District Vice-Chair shall serve as Legislative District Chair until such time as the Legislative District Committee shall elect a replacement.

4.2.6.3 In the event there is no Legislative District Committee (no Precinct Captains), the State Chair shall have the power to fill a vacancy immediately in the office of Legislative District Chair, provided the State Chair shall first obtain the approval of the Executive Committee, and shall convene an election of the Legislative District Committee within thirty (30) days of the appointment.

4.2.6.4 The Legislative District Chair shall fill vacancies in the other Legislative District Officer positions as they occur. The term of such appointments shall continue until the Legislative District Committee shall elect replacements, which shall occur no later than the next regularly scheduled meeting of the Legislative District Committee.

4.2.7 Duties. The legislative district committee officers shall perform the following duties:

4.2.7.1 Legislative District Chair. The Legislative District Chair shall:

4.2.7.1.1 Chair all Legislative District Committee meetings.

4.2.7.1.2 Prepare a proposed agenda for each meeting of the Legislative District Committee.

4.2.7.1.3 Perform such duties as may be assigned by the State Committee or its designees, or by the Legislative District Committee and such duties as are customarily delegated to the office of Legislative District Chair.

4.2.7.2 Legislative District Vice-Chair. The Legislative District Vice-Chair shall:

4.2.7.2.1 Act as the Legislative District Chair at any meeting of

the Legislative District Committee if the Legislative District Chair is absent.

4.2.7.2.2 Perform such duties as may be assigned by the Legislative District Committee, and such duties as are customarily delegated to the office of Legislative District Vice-Chair.

4.2.7.3 Legislative District Secretary. The Legislative District Secretary shall:

4.2.7.3.1 Record the minutes of all meetings of the Legislative District Committee or designate a member of such committee to record the minutes.

4.2.7.3.2 Consistent with these bylaws and any rules adopted by the Legislative District Committee, prepare and distribute to all members of the Legislative District Committee, the notice of and the proposed agenda for meetings of the Legislative District Committee.

4.2.7.3.3 Keep all records and minutes of the Legislative District Committee for at least seven years or as required by law.

4.2.7.3.4 Perform such duties as may be assigned by the Legislative District Committee, and such duties as are customarily delegated to the office of Legislative District Secretary.

Section 4.3 Officers of the County Committees.

4.3.1 Designation of Officers. The officers of each county (the “County Officers”) are:

4.3.1.1 The County Chair;

4.3.1.2 The vice-chair of the county (the “County Vice-Chair”); and

4.3.1.3 The secretary of the county (the “County Secretary”)

4.3.1.4 The state committeeman for the county (the “State Committeeman”)

4.3.1.5 The state committeewoman for the county (the “State Committeewoman”).

4.3.2 Eligibility. Any legal resident of the state of Idaho who is neither a candidate for, nor incumbent in the office of United States Senator, United States Representative, or any position elected from the state at-large, shall be eligible to be a County Officer.

4.3.3 Nomination and Elections.

4.3.3.1 The County Members for a County shall elect the County Officers for that County. If the County Chair is also a Precinct Captain in that County, he or she shall have only one vote.

4.3.3.2 The County Officers shall be nominated from the floor and elected at the organizational meeting of the County Committee. Voting shall be by roll call vote and a majority of the County Members present shall be required to elect each County Officer. The County Committee may adopt such run-off procedures as it deems appropriate.

4.3.4 Term of office. The officers shall be elected for terms of two (2) years beginning immediately following the organizational meeting at which they are elected and ending when their successor takes office. The County Officers are not limited in the number of terms in office they may serve.

4.3.5 Removal. The County Officers may be removed by following the procedures set forth for removal of State Officers set forth in Section 4.1.5 with the exception that at least one-quarter of the Precinct Captains in the County must sign the removal petition.

4.3.6 Vacancies.

4.3.6.1 In the event of a vacancy in the office of County Chair, the County Vice-Chair shall convene a meeting of the County Committee within thirty (30) days of the vacancy to elect a new County Chair. If the County Vice-Chair fails to complete the election or if the County does not have a County Vice-Chair, the State Chair shall convene the meeting, and designate a person to conduct the meeting, within thirty (30) days of the vacancy, if feasible.

4.3.6.2 Following the vacancy in the position of County Chair, the County Vice-Chair shall serve as County Chair until such time as the County Committee shall elect a replacement.

4.3.6.3 In the event there is no county committee (no Precinct Captains), the State Chair shall have the power to fill a vacancy immediately in the office of County Chair, provided the State Chair shall first obtain the approval of the Executive Committee, and shall convene an election of the County Committee within thirty (30) days of the appointment.

4.3.6.4 The County Chair shall fill vacancies in the other County Officer positions as they occur. The term of such appointments shall continue until the County Committee shall elect replacements, which shall occur no later than the next regularly scheduled meeting of the County Committee.

4.3.7 Duties. The County committee officers shall perform the following duties:

4.3.7.1 County Chair. The County Chair shall:

4.3.7.1.1 Chair all County Committee meetings.

4.3.7.1.2 Prepare a proposed agenda for each meeting of the County Committee.

4.3.7.1.3 Perform such duties as may be assigned be assigned by the State Committee or its designees, or by the County Committee, and such duties as are customarily delegated to the office of County Chair.

4.3.7.2 County Vice-Chair. The County Vice-Chair shall:

4.3.7.2.1 Act as the County Chair at any meeting of the County Committee if the County Chair is absent.

4.3.7.2.2 Perform such duties as may be assigned by the County Committee, and such duties as are customarily delegated to the office of County Vice-Chair.

4.3.7.3 County Secretary. The County Secretary shall:

4.3.7.3.1 Record the minutes of all meetings of the County Committee or designate a member of such committee to record the minutes.

4.3.7.3.2 Consistent with these bylaws and any rules adopted by the County Committee, prepare and distribute to all members of the County Committee, the notice of and the proposed agenda for meetings of the County Committee.

4.3.7.3.3 Keep all records and minutes of the County Committee for at least seven years or as required by law.

4.3.7.3.4 Perform such duties as may be assigned by the County Committee, and such duties as are customarily delegated to the office of County Secretary.

4.3.7.4 State Committeeman and State Committeewoman. The State Committeeman and State Committeewoman shall:

4.3.7.4.1 Represent the County Committee on the State Committee;

4.3.7.4.2 Report to the County Committee regarding the activities of the State Committee.

4.3.7.4.3 Perform such duties as may be assigned by the State Committee or its designees, or by the County Committee, and such duties as are

customarily delegated to the office of State Committeeman or State Committeewoman.

ARTICLE V MEETINGS

Section 5.1 Open Meetings. All IDP meetings shall be open to the public. Party organizations may adopt reasonable rules to permit executive sessions to discuss election strategy and other sensitive matters.

Section 5.2 Meetings of the State Committee.

5.2.1 Regular Meetings. The State Chair shall designate the time and place of regular meetings of the State Committee.

5.2.2 Frequency of Meetings. The State Committee shall meet at least four (4) times each year, including at least two (2) in-person meetings. The State Committee shall hold an organizational meeting in conjunction with the Frank Church Banquet in each year following the legislative general election at which the State Officers are elected. The State Committee shall also meet at the IDP State Convention during legislative election years.

5.2.3 Special Meetings. The State Chair may call a special meeting of the State Committee at any time. In the State Chair's absence or incapacity, the State Vice-Chair may call a special meeting. Any other State Officer may call a special meeting in the absence or incapacity of the State Chair and the State Vice-Chair. One-fourth (1/4) of the State Committee Members (not including vacant positions) may call a special meeting at any time.

5.2.4 Notice. The person or persons calling any meeting of the State Committee shall notify the State Committee Members in writing at least fourteen (14) days in advance of such meeting of the date and time, place and the purpose for the meeting. Emergency meetings called upon shorter notice shall be deemed properly called if two-thirds (2/3) of the State Committee Members (not including vacant positions) are present or duly represented.

5.2.5 Quorum. One quarter (1/4) of the seated State Committee Members shall constitute a quorum for any regular or special meeting of the State Committee.

5.2.6 Agenda.

5.2.6.1 The person(s) calling the meeting shall prepare a proposed agenda and, where feasible, provide notice to the State Committee Members of the proposed agenda prior to each meeting. Proposals for additional items for the agenda or suggested changes shall be submitted to the Chair prior to the meeting. The first order of business of each meeting shall be the adoption of the agenda as amended, including such amendments as may be added from the floor by a majority of State Committee Members present.

5.2.6.2 Once adopted, the agenda shall govern the business conducted at the meeting, and matters not included on the agenda will not be considered, nor shall matters be considered in a different order than the adopted agenda, except by two-thirds (2/3) vote of those present and voting.

5.2.6.3 Except as expressly stated elsewhere in the bylaws (e.g. replacement of officers), no business may be transacted at a special meeting that is not discussed in the notice of the meeting.

5.2.7 Voting.

5.2.7.1 Only those State Committee Members, or their proxies, who are present at the State Committee Meeting, in person or by telephone, weblink, or similar device, shall be eligible to vote.

5.2.7.2 In the absence or incapacity of a County Chair or a Legislative District Chair, the Vice-Chair may attend a meeting of the State Committee and vote in place of the County Chair or Legislative District Chair.

5.2.7.3 Except as set forth in Section 5.2.7.2, any State Committee Member may vote by proxy at any meeting of the State Committee. Such proxy shall be in writing, shall identify the meeting in question by date and the person to whom the proxy is granted. County State Committee Members may grant their proxies only to another person who resides in the county; legislative district State Committee Members may grant their proxies only to another person who resides in their legislative district. No person shall carry more than one proxy to a State Committee meeting.

5.2.7.4 The State Chair shall not vote except to break a tie.

Section 5.3 Meetings of the Legislative District Committee.

5.3.1 Regular Meetings. The Legislative District Chair shall designate the time and place of regular meetings of the Legislative District Committee.

5.3.2 Frequency of Meetings. The Legislative District Committee shall meet, at a minimum, within 11 days following the primary election at which Precinct Captains are elected (currently, this election occurs every two years in even-numbered years). This paragraph shall apply both to existing committees and to newly constituted committees. If the organizational meeting does not occur, fails for want of a quorum or includes any defect, the Legislative District Chair or the State Chair may reconvene the meeting at any time, and the subsequently completed meeting will be deemed to meet the requirements of these bylaws and applicable law.

5.3.3 Special Meetings. The Legislative District Chair may call a special meeting of the Legislative District Committee at any time. In the Legislative District Chair's absence or incapacity, the Legislative District Vice-Chair may call a special meeting. Any other Legislative District Officer may call a special meeting in the absence or incapacity of the Legislative District Chair and the Legislative District Vice-

Chair. One-fourth (1/4) of the Legislative District Committee Members may call a special meeting at any time. Special meetings of the Legislative District Committee may be called on whatever timetable is practicable for the purpose of recommending candidates to fill vacancies in the State Legislature.

5.3.4 Notice. The person or persons calling any meeting of the Legislative District Committee shall notify the Legislative District Committee Members in writing at least fourteen (14) days in advance of such meeting of the date and time, place and the purpose for the meeting. Emergency meetings called upon shorter notice shall be deemed properly called if two-thirds (2/3) of the Legislative District Committee Members (not including vacant positions) are present or duly represented.

5.3.5 Quorum. One quarter (1/4) of the seated Legislative District Committee Members shall constitute a quorum for any regular or special meeting of the Legislative District Committee.

5.3.6 Agenda.

5.3.6.1 The person(s) calling the meeting shall prepare a proposed agenda and provide notice to the Legislative District Committee Members of the proposed agenda prior to each meeting. Proposals for additional items for the agenda or suggested changes shall be submitted to the Chair prior to the meeting. The first order of business of each meeting shall be the adoption of the agenda as amended, including such amendments as may be added from the floor by a majority of Legislative District Committee Members present.

5.3.6.2 Once adopted, the agenda shall govern the business conducted at the meeting, and matters not included on the agenda will not be considered, nor shall matters be considered in a different order than the adopted agenda, except by two-thirds (2/3) vote of those present and voting.

5.3.6.3 No business may be transacted at a special meeting that is not discussed in the notice of the meeting except to fill a vacancy that occurs after the call for a meeting.

5.3.7 Voting.

5.3.7.1 Only those Legislative District Committee Members and Officers, or their proxies, who are present at the Legislative District Committee Meeting, in person or by telephone, weblink, or similar device, shall be eligible to vote. Proxy holders may be other Precinct Captains or other Democrats residing in the legislative district.

5.3.7.2 Proxies must be in a form reasonably acceptable to the Legislative District Chair. Proxies may be held by other Legislative District Committee Members but no person may hold more than one proxy. Legislative District Committees may grant automatic proxies to vice-captains or persons holding similar positions.

5.3.7.3 The Legislative District Chair shall not vote except to break a tie.

5.3.8 Meetings to Fill Legislative Vacancies.

5.3.8.1 Notwithstanding any other provision of these bylaws, in the event a Legislative District Committee has the right to recommend candidates to fill a vacancy in the Idaho State Legislature, the Chair of the Legislative District Committee in which such vacancy exists shall call a meeting of the Legislative District Committee within (10) days or such other period as required by law. At least forty-eight (48) hours notice shall be provided, by telephone, e-mail or facsimile wherever practicable.

5.3.8.2 Except as set forth in this paragraph, the voting procedures of Section 5.3.7 shall apply. Only Precinct Captains shall have the right to nominate candidates. The Legislative District Committee shall nominate three candidates, each of whom shall be a Democrat and shall have the legal qualifications to serve in the Idaho Legislature. Each Precinct Captain shall have the right to vote for three (3) candidates in order of preference.

5.3.8.3 The Legislative District Chair shall submit the names of the three nominees to the Governor within two (2) days of their selection. The nominees shall be listed in order of preference.

5.3.8.4 In the event the Governor does not fill the vacancy within the time required by law, and unless the Legislative District Committee specifically takes other action, the Legislative District Committee shall be deemed to have selected the candidate who had the highest vote total at the Legislative District Committee meeting and the Legislative District Chair shall notify the governor and any other necessary persons of this selection.

Section 5.4 Meetings of the County Committee.

5.4.1 Regular Meetings. The County Chair shall designate the time and place of regular meetings of the County Committee.

5.4.2 Frequency of Meetings. The County Committee shall meet, at a minimum, within 10 days following the primary election at which Precinct Captains are elected (currently, this election occurs every two years in even-numbered years). This paragraph shall apply both to existing committees and to newly constituted committees. If the organizational meeting fails for want of a quorum or includes any defect, the County Chair or the State Chair, if the County Chair is unable to act, may reconvene the meeting at any time, and the subsequently completed meeting will be deemed to meet the requirements of these bylaws and applicable law. County Committees are strongly encouraged to meet at least four (4) times a year.

5.4.3 Special Meetings. The County Chair may call a special meeting of the County Committee at any time. In the County Chair's absence or incapacity, the County Vice-Chair may call a special meeting. Any other County Officer may call a special meeting in the absence or incapacity of the County Chair and the County Vice-

Chair. One-fourth (1/4) of the County Committee Members may call a special meeting at any time. Special meetings of the County Committee may be called on whatever timetable is practicable for the purpose of recommending candidates to fill vacancies in county offices.

5.4.4 Notice. The person or persons calling any meeting of the County Committee shall notify the County Committee Members in writing at least fourteen (14) days in advance of such meeting of the date and time, place and the purpose for the meeting. Emergency meetings called upon shorter notice shall be deemed properly called if two-thirds (2/3) of the County Committee Members (not including vacant positions) are present or duly represented. Special meetings of the County Committee may be called on whatever notice is practicable for purposes of recommending candidates to fill vacancies in county offices.

5.4.5 Quorum. One quarter (1/4) of the seated County Committee Members shall constitute a quorum for any regular or special meeting of the County Committee.

5.4.6 Agenda.

5.4.6.1 The person(s) calling the meeting shall prepare a proposed agenda and provide notice to the County Committee Members of the proposed agenda prior to each meeting. Proposals for additional items for the agenda or suggested changes shall be submitted to the Chair prior to the meeting. The first order of business of each meeting shall be the adoption of the agenda as amended, including such amendments as may be added from the floor by a majority of County Committee Members present.

5.4.6.2 Once adopted, the agenda shall govern the business conducted at the meeting, and matters not included on the agenda will not be considered, nor shall matters be considered in a different order than the adopted agenda, except by two-thirds (2/3) vote of those present and voting.

5.4.6.3 No business may be transacted at a special meeting that is not discussed in the notice of the meeting, except to fill a vacancy that occurs after the call for the meeting.

5.4.7 Voting.

5.4.7.1 Only those County Committee Members and Officers, or their proxies, who are present at the County Committee Meeting, in person or by telephone, weblink, or similar device, shall be eligible to vote. Proxy holders may be other Precinct Captains or other Democrats residing in the county.

5.4.7.2 Proxies must be in a form reasonably acceptable to the County Chair. Proxies may be held by other County Committee Members but no person may hold more than one proxy.

5.4.7.3 The County Chair shall not vote except to break a tie.

5.4.8 Meetings for filling county commission vacancies.

5.4.8.1 Notwithstanding any other provision of these bylaws, in the event a County Committee has the right to recommend candidates to fill a vacancy in the county commission, the County Chair of the County Committee in which such vacancy exists shall call a meeting of the County Committee within (10) days or such other period as required by law. At least forty-eight (48) hours notice shall be provided, by telephone, e-mail or facsimile wherever practicable.

5.4.8.2 Except as set forth in this paragraph, the voting procedures of Section 5.4.7 shall apply. Only Precinct Captains shall have the right to nominate candidates. The County Committee shall nominate three candidates, each of whom shall be a Democrat and shall have the legal qualifications to serve as a county commissioner. Each Precinct Captain shall have the right to vote for three (3) candidates in order of preference.

5.4.8.3 The County Chair shall submit the names of the three nominees to the Governor within two (2) days of their selection. The nominees shall be listed in order of preference.

5.4.8.4 In the event the Governor does not fill the vacancy within the time required by law, and unless the County Committee specifically takes other action, the County Committee shall be deemed to have selected the candidate who had the highest vote total at the County Committee meeting and the County Chair shall notify the governor and any other necessary persons of this selection.

5.4.9 Meetings to Fill Other County Vacancies.

5.4.9.1 Notwithstanding any other provision of these bylaws, in the event a County Committee has the right to recommend candidates to fill a vacancy in any county office other than commissioner, including prosecuting attorney, treasurer, sheriff, coroner, assessor, auditor, clerk or clerk of the district court, the County Chair of the County Committee in which such vacancy exists shall call a meeting of the County Committee within (10) days or such other period as required by law. At least forty-eight (48) hours notice shall be provided, by telephone, e-mail or facsimile wherever practicable.

5.4.9.2 Except as set forth in this paragraph, the voting procedures of Section 5.4.7 shall apply. Only Precinct Captains shall have the right to nominate candidates. The County Committee shall nominate three candidates, each of whom shall be a Democrat and shall have the legal qualifications to serve in the office in which the vacancy exists. Each Precinct Captain shall have the right to vote for three (3) candidates in order of preference.

5.4.9.3 The County Chair shall submit the names of the three nominees to the board of county commissioners within two (2) days of their selection. The nominees shall be listed in order of preference.

5.4.9.4 In the event the board of county commissioners does not fill the vacancy within the time required by law, and unless the County Committee specifically takes other action, the County Committee shall be deemed to have selected the candidate who had the highest vote total at the County Committee meeting and the County Chair shall notify the board of county commissioners and any other necessary persons of this selection.

ARTICLE VI EXECUTIVE COMMITTEE

Section 6.1 Creation of Executive Committee. It being necessary for the business of the State Committee to be carried on from month to month and the size and geographical distribution of the State Committee being such that frequent, regular meetings of the State Committee are impractical, an Executive Committee of the State Committee is hereby created.

Section 6.2 Powers.

The Executive Committee shall have the power to:

6.2.1 Act for the State Committee between regular meetings, provided the actions are submitted to the State Committee for ratification or rejection at its next meeting.

6.2.2 Carry forward the policies and programs of the Democratic National Committee and the IDP.

6.2.3 Make recommendations to the State Committee on budgetary and personnel matters and provide oversight for State Party expenditures.

Section 6.3 Membership.

6.3.1 Except as set forth in Section 6.4, the voting members of the Executive Committee (the "Executive Committee Members") shall consist of the State Chair, State Vice-Chair and State Treasurer and eight State Committee Members from seven regions (the "Regional Representatives") designated as follows:

Region I: Benewah, Bonner, Boundary, Kootenai, and Shoshone (one representative).

Region II: Clearwater, Idaho, Latah, Lewis, and Nez Perce (one representative).

Region III: Adams, Canyon, Gem, Owyhee, Payette, and Washington (one representative).

Regions IV: Ada, Boise, Elmore and Valley (two representatives, one from Congressional District 1 and one from Congressional District 2).

Region V: Blaine, Camas, Cassia, Gooding, Jerome, Lincoln, Minidoka and Twin Falls (one representative).

Region VI: Bannock, Bear Lake, Bingham, Caribou, Franklin, Oneida, and Power (one representative).

Region VII: Bonneville, Butte, Clark, Custer, Fremont, Jefferson, Lemhi, Madison and Teton (one representative).

6.3.2 Additionally, the State Chair may from time to time appoint non-voting, advisory members to the Executive Committee to reflect the views and interests of the various constituent groups of the IDP. Such members shall receive notice of all meetings of the Executive Committee and may participate in such meetings except as noted.

Section 6.4 Election of Members. The Regional Representatives shall serve two year terms and shall be elected in odd-numbered years by the State Committee Members from their respective regions, with each State Committee Member receiving one vote. A State Committee Member's region shall be determined by the location of his or her physical residence. The election shall be conducted in the following manner:

6.4.1 Each State Committee Member may nominate Regional Representative candidates from his or her own region, and may nominate himself or herself. The State Chair may nominate Regional Representative candidates for any and all regions. Nominations must be presented to the IDP's Executive Director not later than December 31 of the year preceding the election.

6.4.2 Ballots shall be mailed, e-mail or otherwise delivered to all State Committee Members not later than January 15 in odd-numbered years. Completed ballots must be received by the IDP state office not later than January 31 of odd-numbered years. The results shall be tabulated and confirmed in an Executive Committee meeting to be held not later than February 15 in odd-numbered years.

6.4.3 The newly elected Executive Committee and the immediate past Executive Committee shall meet jointly at the Executive Committee meeting during the Frank Church Banquet in odd-numbered years for the specific purpose of recommending a budget to the State Committee. At such meeting, the retiring Executive Committee shall not be permitted to vote and shall not be counted for purposes of determining a quorum.

6.4.4 The initial Regional Representatives shall be those twelve persons elected at the IDP State Convention in June of 2008 whose terms shall expire at the meeting of the State Committee held at the Frank Church Banquet in 2010. The eight members appointed at the organizational meeting in 2010 shall serve a term of one year expiring at the organizational meeting in 2011 and appointments thereafter shall be for two (2) years.

Section 6.5 Meetings and Telephone Conferences.

6.5.1 The Executive Committee shall meet once a month in person or by teleconference (including web-links or similar technologies). Additional meetings may be called as needed.

6.5.2 The State Chair or his or her designee shall give notice in writing and by mail to all Executive Committee Members at least ten (10) days prior to the date of any Executive Committee meeting. Notice of telephone conferences shall be attempted by telephone at least twenty-four (24) hours before the conference. Any shorter notice shall need to be sanctioned by a two-thirds (2/3) vote at the meeting or during the telephone conference. The Executive Committee may set a schedule for regular, monthly tele-conference meetings and, if so adopted, no further notice of the scheduled meetings will be required.

6.5.3 Five (5) Executive Committee Members may call a meeting of the Executive Committee by providing notice of such meeting, in writing, to each of the other members at least ten (10) days prior to the meeting.

Section 6.6 Quorum. A majority of the voting members of the Executive Committee shall constitute a quorum. Except for the Regional Representatives, a vacancy in any position on the Executive Committee shall not be counted for purposes of determining a quorum.

Section 6.7 Proxies. Proxies shall not be permitted for Executive Committee Members.

Section 6.8 Vacancies. Any vacancy in a Regional Representative position on the Executive Committee shall be filled, in the first instance, by the State Chair, subject to the approval of the Executive Committee. Any such appointee must be a member of the State Committee from a county within the region experiencing the vacancy. The State Committee shall either confirm or reject the State Chair's appointment at its next regularly scheduled meeting.

Section 6.9 Removal. Members of the Executive Committee serve at the pleasure of the State Committee and may be removed by a majority vote thereof at any properly called meeting of the State Committee.

**ARTICLE VII
OTHER COMMITTEES**

Section 7.1 Standing Committees. The standing committees of the State Committee (the "Standing Committees") shall be:

7.1.1 Membership and Fundraising Committee

7.1.2 Finance and Compliance Committee

7.1.3 Personnel and Affirmative Action Committee

7.1.4 Rules and Bylaws Committee

7.1.4.1 The Rules and Bylaws Committee shall act as the Committee on Convention Standing Rules and shall advise the State Chair and Convention Chair during State Conventions.

7.1.5 Convention Committees: (Convention Committees shall be active during convention years and at other times as deemed appropriate by the State Chair.)

7.1.5.1 Platform and Resolutions Committee

7.1.5.2 Credentials Committee

7.1.5.3 Program Committee

7.1.5.4 Standing Rules Committee (The Standing Committee on Rules and Bylaws shall act as the Standing Rules Committee during Conventions)

7.1.6 Campaign Committee(s): (Campaign Committees shall be active during campaign years and at other times as deemed appropriate by the State Chair. These committees may be one committee or two committees as designated by the State Chair.)

7.1.6.1 Coordinated Campaign Committee

7.1.6.2 Statewide Candidate Recruitment Committee

7.1.7 Communications Committee

7.1.8 Technology and Voter File Committee

Section 7.2 Duties of Standing Committees. The State Chair or his or her designee shall, in consultation with the Executive Committee, designate the objectives and duties of the standing committee to the committee chair in writing. No Standing Committee shall have the power to act on behalf of the State Committee unless the State Committee expressly grants such power in writing.

Section 7.3 Additional Standing Committees and Special Committees.

7.3.1 The State Committee may create additional Standing Committees as it deems appropriate by majority vote of the State Committee Members present at any meeting of the State Committee.

7.3.2 The State Chair may appoint special committees to address issues not otherwise addressed by the standing committees and may limit the duration of the committee's operation.

Section 7.4 Committee Chairs and Membership.

7.4.1 The State Chair shall appoint all standing committee and special committee chairs in consultation with the Executive Committee. When a new State Chair takes office, he or she may appoint new committee chairs and members at his or her discretion.

7.4.2 The State Chair shall appoint all members of all Standing Committees. Membership in Standing Committees shall be as geographically representative as is reasonable. The chair of a special committee shall appoint the members of the committee.

7.4.3 A committee chair shall have the same powers within the committee as the State Chair has within the State Committee, including the right to vote on all matters before the committee.

7.4.4 Reporting Procedures: All Standing Committee chairs or their designees shall report on behalf of the committee to the State Committee during the meeting of the State Committee at the Frank Church Banquet and at any other State Committee meeting when requested by the State Chair. The form of the report shall be designated by the State Chair. The State Chair may request that the Committee Chair or designee report from time to time to the Executive Committee to provide information important to decision making of the Executive Committee.

ARTICLE VIII DEMOCRATIC NATIONAL COMMITTEE

Section 8.1 DNC Affiliate. The IDP shall serve as the affiliate of the DNC for the State of Idaho.

Section 8.2 Idaho Members of DNC. The State Chair, next highest officer of the State Committee of a gender different than that of the State Chair (failing that, a member of the State Committee satisfying the gender requirement elected by that body specifically for this purpose), and a gender-balanced group of National Committeemen and National Committeewomen elected to fill such additional slots as allocated by the DNC , shall serve as members of the DNC as provided by the National Charter).

Section 8.3 Election of National Committeemen and National Committeewomen.

The National Committeemen and National Committeewomen shall be elected at the State Democratic Convention in presidential election years by a majority vote of the delegates present and voting. Such members shall serve for a term of four (4) years; this term of office shall commence at the next quadrennial reorganization meeting of the DNC.

Section 8.4 Vacancies. In the event that a vacancy should occur in the office of a National Committeeman or National Committeewoman, the State Chair shall within sixty (60) days call a meeting of the State Committee at which time a new National Committeeman or National Committeewoman, as the case may be, shall be appointed by the State Committee until a successor can be duly elected at the next State

Democratic Convention

Section 8.5 Duties. The duties of National Committeemen and National Committeewomen shall be as provided by the National Charter. In addition, they may be asked to undertake such other duties as the State Committee may designate, the acceptance of which is solely at their individual discretion.

Section 8.6 Election of National Delegates. The IDP shall participate in the election of delegates to the Democratic National Convention in accordance with the IDP's delegate selection plan approved by the DNC.

ARTICLE IX CONVENTIONS

Section 9.1 Call. The State Chair, acting on the recommendations of the State Committee, shall call the State Democratic Convention ("State Convention") each legislative election year during the month of June. The purpose of the State Convention shall be:

9.1.1 Adopt a platform for the IDP.

9.1.2 In the year of Presidential elections:

9.1.2.1 Elect delegates to the Democratic National Convention in the manner prescribed by DNC rules.

9.1.2.2 Elect National Committeemen and National Committeewomen pursuant to sections 8.2 and 8.3 of these Bylaws.

9.1.2.3 Ratify the selection of Presidential electors nominated by the State Chair; in the event that one or more such electors are rejected by a majority of the State Convention delegates, the State Chair shall nominate for ratification new electors to fill any such slots until all elector positions are filled.

9.1.2.4 Perform other functions as may be assigned to it by the State Committee and consistent with the National Charter, applicable law, and these bylaws.

Section 9.2 Delegate Selection Procedure. The procedures for selecting delegates to the State Convention shall be determined by the State Committee but must be consistent with the National Charter, applicable law, these bylaws and a delegate selection plan/convention call if applicable. Delegates to the Democratic National Convention shall be elected in accordance with the applicable DNC delegate selection plan.

9.2.1 Delegations. Delegates selected to the State Convention shall be proportionally apportioned among various geographic-region delegations by a formula chosen by the State Committee that may factor in the population of each region and the most recent vote totals for the Democratic Gubernatorial and/or Presidential

candidates within each region.

9.2.2 Delegation Regions Defined. For any county contained wholly within the boundaries of a single Congressional District, that County shall constitute a Delegation Region. For any county divided among Congressional Districts, each geographic subdivision uniquely determined by the combination of County and Congressional District shall constitute a Delegation Region. With the expectation that the DNC shall review the caucus system beginning in 2009, the State Committee may further refine this definition in preparation for the 2012 Caucus.

9.2.3 Eligibility to Serve as Delegate. Any person who shall be a qualified elector of the State of Idaho at the time of the subsequent Legislative Election, and who resides in a Delegation Region at the time of selection, and who has not officially self-identified as a member of a competing political party (should Idaho enact such a process) may serve as a State Convention Delegate from that region.

9.2.4 Ex-Officio Delegates. The following persons are automatically ex-officio voting delegates to the State Convention: State Committee members, members of the DNC from Idaho (whether elected under these bylaws or otherwise so designated), Democratic legislators, Democratic statewide elected officials, and any Democratic members of the United States Congress from Idaho. These members shall be added on as a part of their respective delegations, but shall not be replaced with alternates in their absence.

9.2.5 Delegation Chair. Prior to the State Convention, each Delegation shall elect from among its ranks a Delegation Chair, to perform whatever administrative duties are so assigned under the rules of that Convention.

Section 9.3 General Provisions.

9.3.1 Any contested election held during the State Convention or any delegate-selection process thereto shall be conducted by signed written ballot. Pursuant to the National Charter, secret ballots are explicitly prohibited at any step in the Convention process.

9.3.2 The State Chair, his or her successors, and their respective staff, shall ensure that ballots are preserved for a reasonable period of time not less than five years after the Convention concludes.

9.3.3 No mandatory fee may be imposed upon any delegate for the privilege of attending and voting at the State Convention or any step of the delegate-selection process.

9.3.4 The State Convention, and any caucuses or committee hearings therein, shall be an open meeting to which the media is explicitly permitted and invited to attend and report upon.

9.3.5 The use of the Unit Rule regarding the voting practices of any delegation

is explicitly prohibited.

9.3.6 Minority Reports. Upon the vote of 25% of the members of any State Convention committee, a minority report shall be prepared and presented to the convention as a whole, either by way of amendment or as a substitute for a majority report.

9.3.7 Petition Requirements. A petition signed by 25% of the Delegates attending a Convention shall automatically place a specified item of business on that Convention's agenda; such petition must be submitted on forms prescribed by the State Chair, and each State Delegate signature must be accompanied by a printed name, delegation, and County identifier.

9.3.8 Proxy Voting. Delegates may assign a signed proxy to another member of their delegation provided no alternate from that delegation remains available to take that delegate's spot, and pursuant to the provisions of such proxy votes in the State Convention rules.

9.3.9 Location. The location of the State Convention shall be at the discretion of the State Committee.

Section 9.4 Convention Orders.

9.4.1 Convening and Temporary Roll. The State Chair, acting as Temporary Chair of the State Convention, shall convene and call-to-order the State Convention at the predetermined time and location specified under the Call for same. Immediately thereafter, the Credentials Committee shall submit to the Convention for ratification a preliminary report establishing a temporary roll for same.

9.4.2 Permanent Chair. Subsequent to the establishment of the temporary roll of the Convention, the Temporary Chair shall open the floor for nominations for the election of a Permanent Chair for the Convention. Subsequent to the election of a Permanent Chair, that Chair shall announce the times and location of subsequent Convention committee hearings, and then commence any Opening Ceremonies that have been scheduled. A recess may then be in order to provide for those committee hearings and any other events that may have been scheduled.

9.4.3 Committee Reports. No earlier than noon local time on the first-scheduled "full" day of the State Convention, the State Convention shall be called back into order to receive, in order, the reports of the:

9.4.3.1 Rules and Bylaws Committee, regarding the rules and any delegate-selection-plan-related issues (if appropriate).

9.4.3.2 Credentials Committee, to establish the permanent roll of the State Convention.

9.4.3.3 Platform Committee, to present a draft platform for debate and subsequent ratification.

9.4.4 Non-Presidential-Election Years. In a year without a Presidential election, subsequent to the ratification of the platform, the Permanent Chair shall call upon the State Convention for whatever other business has been delegated to it by the State Committee; following that, any closing ceremonies and then adjournment would be in order.

9.4.5 Delegate Selection. Following the ratification of the platform, the Permanent Chair shall recess the State Convention that the delegates may reconvene in their appropriate geographic-and-preference caucuses for the election of the delegates so-apportioned to the Democratic National Convention.

9.4.6 At-Large Delegate Selection. Once the delegate selection caucuses have adjourned, the Permanent Chair shall re-convene the Convention for the purpose of electing any National Convention delegates apportioned to the convention at-large.

9.4.7 National Committee Selection. Once the National Convention delegate selection has been completed, the State Convention shall proceed to the election of Democratic National Committeemen and Committeewomen as provided for in sections 8.2 and 8.3 of these Bylaws.

9.4.8 Presidential Electors. Following the completion of the election of National Committeemen and National Committeewomen, the State Convention shall proceed to the ratification process for Presidential electors identified in section 9.1.2.3 of these Bylaws.

9.4.9 Presidential-Election Years. In a year with a Presidential election, subsequent to the ratification of the Presidential Electors, the Permanent Chair shall call upon the State Convention for whatever other business has been delegated to it by the State Committee; following that, any closing ceremonies and then adjournment would be in order.

ARTICLE X PARLIAMENTARY AUTHORITY AND INTERPRETATION

Section 10.1 Rules and Guidelines. The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the IDP in all cases to which they are applicable and in which they are not inconsistent with these bylaws, applicable law, and any special rules the IDP shall adopt.

Section 10.2 Parliamentarian. The State Chair shall have the authority to appoint a parliamentarian to serve at the Executive Committee, State Committee and other designated meetings.

Section 10.3 Interpretation.

10.3.1 The term “in writing” shall include e-mail, facsimile and other methods of electronic transmission, where appropriate.

10.3.2 These bylaws shall be interpreted liberally to achieve their stated and intended purposes.

ARTICLE XI AMENDMENTS

Section 11.1 Amendments. These bylaws may be amended at any regular meeting of the State Committee, provided that:

11.1.1 The proposed amendment has been reviewed and given a recommendation for its disposition by the Rules and Bylaws Committee.

11.1.2 A copy of the proposed amendment, together with the portion of the bylaws it would change, has been sent to each State Committee Member not less than (10) days prior to the meeting, and

11.1.2.1 “Sent” is defined as: mailed, received and acknowledged by phone or by e-mail, e-mailed and acknowledged, served in person at a meeting or at another place by someone designated by the State Chair or Rules and Bylaws Committee.

11.1.3 The proposed amendment shall be favored by a two-thirds vote of members present.

11.1.4 Any change under Idaho state law that changes the legislative districts or names or numbers of counties within the State of Idaho shall constitute an administrative change to the bylaws and shall be incorporated into these bylaws immediately upon adoption by the Idaho State Legislature and shall not require an amendment of these bylaws by the State Committee.

The foregoing bylaws were adopted by the Idaho Democratic Party on the 6th day of June, 2009.

Keith Roark, State Chair

