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DIVISION OF ELECTIONS
SECRETARY OF STATE

June 2, 2008

VIA HAND DELIVERY

Ms. Kristi Bronson
Division of Elections
RA Gray Building
Tallahassee, Florida 32399

Re: Republican Party of Florida Updated Rules

On May 22, 2008 my office forwarded updated Party Rules of Procedure for the Republican Party Executive Committee. The submission was based upon certain information provided and contained updates to mirror the information.

Based upon subsequent conversations and agreement with the Division, enclosed please find a corrected update to Party Rules of Procedure for the Republican Party Executive Committee. The enclosed update corrects a scrivener's error in Rules 5 and 11 such that the qualifying dates as set forth Rules 5 and 11 correctly replicate the qualifying dates set forth in the Florida Election code. No other changes are being made.

Based upon this submission, please disregard the update filed on May 22, 2008. Instead, the attached update is correct.

Sincerely,



Richard E. Coates

Enclosure

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**PARTY RULES OF PROCEDURE
 REPUBLICAN STATE EXECUTIVE COMMITTEE**

As Revised by the Executive Board, February 2, 2008

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With respect to this document, whenever the singular or plural number or masculine or feminine or neuter gender is used herein it shall equally include the others as the context may require.

**PARTY RULES OF PROCEDURE
REPUBLICAN STATE EXECUTIVE COMMITTEE OF FLORIDA**

FILED

As Revised February 2, 2008

08 JUN -2 PM 4: 24

DIVISION OF ELECTIONS
SECRETARY OF STATE

RULE 1 - Use of the Name Republican

A. No person or group of persons shall use the name, abbreviation or symbol of the Republican Party in connection with any club, group, association or organization of any kind unless approval and permission have been given in writing by the chairman of the Republican State Executive Committee and at least two of the following officials of that county: State Committeeman, State Committeewoman and County Chairman. This rule shall not apply to county executive committees of the party and organizations which are chartered by the national executive committee of the party, or to organizations using the name of the party that have been in existence and organized on a statewide basis for a period of ten (10) years.

B. A club or organization whose area of membership includes more than one county shall require, in addition to the above county signatures, the approval of the State Party Chairman and the Republican Party of Florida's Executive Board. However, clubs or organizations organized on a statewide basis need only the approval of the State Chairman and the Republican Party of Florida's Executive Board. Once approvals are granted, a charter shall be issued to the requesting club or organization by the Republican State Executive Committee.

C. No chartered club or organization using the name Republican shall participate in intra-party differences, nor shall it, as an organization, seek to influence the nomination or election of any Republican over another Republican unless the County Executive Committee has endorsed one Republican over another. Then the Club may seek to influence the election of the candidate endorsed by the County Executive Committee. Chartered clubs shall not entertain motions to adopt platform positions on issues or endorse candidates except that they may entertain such motions to take the same position or endorse the same candidate as the County Executive Committee has taken. Under no circumstances shall a chartered club invite a non-Republican to be a guest speaker at a club meeting or function without prior approval of the County Republican Executive Committee Chairman. The Chairman of the Republican Party of Florida shall be the authority with respect to internal disputes referred by any Club or member of a Club chartered under this rule.

D. Any club, group, association or organization seeking a new charter, may only apply for a conditional charter for a term of one year. Instructions for application for a conditional charter shall be prepared by the RPOF Office of Field Operations and may be obtained by written request of any applicant. A conditional charter may be revoked by the Chairman of the RPOF at any time, without cause and with prior notice. Any conditionally chartered organization may apply for a general charter pursuant to the procedures set forth in subsection D(1) of this Rule. The chartering authorities, in their discretion, may approve or deny any organization's application for general charter or may renew any existing charter as a conditional charter for a period of one year. Any renewal of a conditional charter must be accompanied by a written statement by the chartering authority setting forth the basis for denial of the application for general charter. The conditional charter issued for any club, group, association or organization under this rule shall expire on March 31 of the year following the

issuance of the charter. A general charter issued for any club, group, association or organization under this rule shall have a term of two years and shall expire on March 31 of each odd-numbered year following the issuance of the charter. The expiration date shall be indicated on the charter certificate when issued.

(1) Renewal of existing charters shall be done by the following process: During the first week of February in each odd-numbered year, the RPOF Republican Party of Florida (RPOF) shall send charter renewal information, requirements and instructions to each existing club, group, association or organization chartered under this rule with a copy to the state committee members in that County, and include a deadline of March 31 (charter expiration date) for return of all completed requirements by the Club. Any club that does not meet this deadline will no longer be chartered, nor authorized to use the name Republican until such time as the requirements are met and approval has been granted by the RPOF.

(2) Each club, group, association or organization seeking to be chartered under this rule shall have adopted a constitution and/or by-laws not in conflict with the Florida Statutes, the Constitution of the Republican Executive Committee of Florida, or the Rules of Procedure for the Republican Party of Florida or the RPOF Model Constitution.

E. A club or organization's general charter may be revoked for just cause by the same voting procedure of county officials and state chairman as outlined in paragraph 1 (A) of this rule. Failure to follow any of the guidelines set forth above in paragraph (C) relevant to chartered clubs charters constitutes just cause for a charter to be revoked.

F. If any entity chartered under this rule becomes inactive, fails to renew its charter, or has its charter revoked; the assets of such inactive entity shall become the property of the Republican Party of Florida. The last officers of such entity shall be responsible for the transfer of any assets to the Republican Party of Florida, which transfer of assets shall be accomplished within four months from the time the entity becomes inactive or the time when its charter is no longer valid. Within 60 days of the transfer of assets to the RPOF, the Chairman of the RPOF shall distribute such assets in an equitable manner to the County Republican Executive Committee or Committees in the counties in which the formerly chartered organization was authorized to operate.

RULE 2 - National Committee Members

A.(1) There shall be elected by the State Executive Committee a National Committeeman and National Committeewoman to be designated the nominees from the state of Florida to serve on the Republican National Committee. The election shall be held at the Annual meeting of the State Executive Committee in each year of a presidential general election, at least fifteen (15) days prior to the presidential nominating convention of the Republican Party.

(2) The State Chairman shall conduct the election. Candidates shall be registered Republicans in the state of Florida and shall be nominated from the floor at the time of the election. Voting shall be by written secret ballot.

B. In the event of a vacancy in the office of National Committeeman or National Committeewoman, such vacancy shall be filled by a majority vote of the members of the State

Executive Board at a duly called meeting, and the person so elected shall serve until the next annual meeting of the State RPOF Executive Committee, and provided that the term of that office shall not have expired, such vacancy shall be filled by a majority vote of the State RPOF Executive committee as provided in this Rule, and the person so elected shall serve the remainder of the term of that office.

RULE 3 - Use of Proxies

A. Proxy voting is not permissible at any meeting held under the authority of the Executive Committee of the Republican Party of Florida, County Republican Committees, or Clubs chartered under Rule 1 above, except for purposes of amending the Constitution of the Republican Party of Florida as authorized in Article IX, Section 4 of that document. A proxy form approved by the General Counsel to the Republican Party of Florida shall be circulated to all State Committee members at the time proposed amendments to the Constitution of the RPOF are circulated pursuant to Art. XIII of the Constitution of the RPOF.

B. When the use of proxies is permitted, the holder of a valid proxy shall be in writing and held by a person who shall be a member of the Republican Executive Committee of Florida. The State RPOF Executive Committee member who attends by proxy is counted as present for purposes of determining whether or not there is a quorum.

RULE 4 - Vacancies - Public Office in Nomination for Public Office

The following procedure shall be used to fill vacancies in nominations as provided by this section.

A. County Office: Vacancy in nomination in a county office shall be filled by majority vote of a quorum present at the duly called meeting of the County Executive Committee as per Florida Statutes, Section 100.111.

B. District Office (Any office which crosses county lines and includes parts of more than one county): Vacancy in nomination in a state or federal district office shall be filled by a majority vote of a quorum present (proxies shall not be allowed) at the duly called meeting of the members of the State Executive Committee and County Chairmen from the counties comprising the area involving the district office, which vote shall be cast proportionately to each county's percentage of the total Republican party registration within the election district and allocated equally to each voting member present, providing that no county's total vote shall exceed the allocated percentage for that county. For the purpose of this rule, party registration shall be based on the data available at the date of the last closing of the books of the Florida Secretary of State. District vice-chairmen from the districts involved may attend and act in an ex-officio capacity without vote.

C. Statewide Office: Vacancy in nomination in a statewide office shall be filled by a majority vote of a quorum present at the duly called meeting of the members of the State Executive Board of the Republican Party of Florida.

RULE 5 - Election of Precinct Committeemen and Women

A. (1) Each precinct within each county shall, except as otherwise provided in this rule, the party constitution, or state law, elect one man, who is a registered Republican, and one woman, who is a registered Republican, to serve as Precinct Committeeman and Precinct Committeewoman. However, any precinct with a total registration equal to or greater than 1000 registered voters shall be entitled to an additional Precinct Committeeman and Precinct Committeewoman for every increment of 1000 registered voters in the precinct, who shall serve for the full term of the office regardless of change in precinct population.

(2) The number of registered voters shall be determined at or just prior to the commencement of the qualifying period for such office as shown by the most recent voter registration records of the Supervisor of Elections in such County. At any time thereafter, should the number of registered voters increase so as to exceed 1000 voters, the County Executive Committee shall elect one additional Precinct Committeeman and Precinct Committeewoman in accordance with the procedures set forth below for the filling of vacancies and who shall serve until the commencement of the term of his or her successor, if any.

B. In counties divided into 40 or more precincts, the State Executive Committee may adopt a district unit of representation for such county Executive Committees. Upon adoption of a district unit of representation, the State Executive Committee shall request the supervisor of elections of that county, with approval of the Board of County Commissioners, to provide for an appropriate number of election districts as nearly equal in number of registered voters as possible. Where the district unit of representation has been adopted, district representatives shall be elected in the same manner as Precinct Committeemen and Committeewomen, and shall serve in place of precinct men and women.

C. The Precinct Committeemen and women or the district men and women elected in accordance with this rule shall constitute the County Executive Committee. Pursuant to the party constitution, and Florida Statutes, the State Committeeman and State Committeewoman, and all members of the Florida legislature who are residents of the county and members of the Republican Party, shall be voting members of the County Executive Committee. County Executive Committees shall not extend voting membership status to any other individuals. Each member of the committee shall be entitled to one vote.

D. Pursuant to Florida Statutes 103.091(5), in the event no county committeeman or committeewoman is elected or a vacancy occurs from any other cause in the County Executive Committee, the vacancy shall be filled by a majority vote of those present at a regular meeting at which a quorum is present. Such vacancy shall be filled by a qualified member of the political party residing in the district where the vacancy occurred and for the unexpired portion of the term and shall not be deemed a member until the name has been duly recorded with the Supervisor of Elections by the secretary of the County Executive Committee.

E. In accordance with Florida Statutes, Section 103.091, Florida Statutes, Precinct Committeemen and Precinct Committeewomen shall be elected for four year terms at the first primary of the Presidential election year by registered Republican electors within their precinct. The election shall be determined by a plurality of the votes cast. The terms shall commence on the first day of the month following each presidential general election (December 1).

F. Electors seeking to qualify for such office shall do so with the Supervisor of Elections in their county not earlier than noon of the 71st day or later than noon of the 67th day preceding the first primary of the Presidential election.

G. The outgoing chairman of each County Executive Committee shall hold an organizational meeting of all newly elected precinct committee members and for the purpose of electing officers and said meeting shall take place within 30 days of the date the new members take office.

RULE 6 - Officers of County Committees

A. All officers of a County Executive Committee including but not limited to, the County Chairman, Vice-Chairman, Secretary and Treasurer shall be members of such committee and this rule shall be included as a provision in the county committee's constitution and/or bylaws. All county party executive committee officers shall be elected for a two year term and may hold only one office in the County Executive Committee. Alternate county executive committee members are not eligible to serve as elected officers of the County Executive Committee, unless this rule is waived by the Executive Board of RPOF.

B. Florida Statutes and the Rules of the Republican Party of Florida require that certain items be filed with the Republican Party of Florida by the County Executive Committee. In the event that such filings are not timely made, the Chairman of the Republican Party of Florida shall notify the chairman of the County Executive Committee by registered mail of the delinquency. The chairman shall have thirty (30) days from receipt of such notification to file the appropriate materials. If the filing is not completed within thirty (30) days, the Chairman of the Republican Party of Florida may remove from office the chairman of the County Executive Committee, and that office will devolve to the person in succession as defined by the constitution and/or by-laws of the County Executive Committee. Such person shall, within thirty (30) days, call a meeting for purposes of electing a new Chairman in accordance with the election procedures set forth in the constitution and/or bylaws of the County Executive Committee. If the acting chairman fails to timely call such an election, the Chairman of the Republican Party of Florida may remove the acting Chairman from office. That office will then devolve to the next person in succession as defined by the constitution and/or bylaws of the County Executive Committee.

C. Each County Executive Committee shall meet at least six (6) times during the calendar year, one meeting within each quarter with at least twenty-eight days between each meeting. The meeting shall be called by the Chairman, with notice of the meeting to be sent provided to each member of the executive committee at least ten (10) days prior to the meeting. This shall specifically be the duty of the County Chairman, and in the event that the County Chairman does not call such meetings when due, the State Chairman may remove the County Chairman from office. In such event, the office of county chairman shall devolve to the next person in succession as defined by the constitution and/or bylaws of the County Executive Committee. If the acting Chairman fails to timely call such an election, the Chairman of the Republican Party of Florida may remove the acting chairman from office. The office will then devolve to the next person in succession as defined by the constitution and/or bylaws of the County Executive Committee.

RULE 7 - Alternate County Executive Committee Members

All county executive committees may include in their constitutions and/or bylaws a provision allowing alternate county committee members. The following is recommended for such use:

There may be as many alternate county executive committee members as there are duly elected members in each precinct. Alternate members shall have no vote, except in the absence of the member they represent. Each alternate member shall possess the qualifications required of the members represented, shall file the same oath and shall be duly voted upon for membership by the members of the county committee.

RULE 8 - Endorsements

A. The State Executive Committee may endorse, certify or recommend candidates in contested Republican primaries only upon unanimous approval of the Executive Board and the approval of 60% of the State Executive Committee at a meeting called for that purpose and at which a quorum is present.

B. County Executive Committee may endorse, certify or recommend a Republican candidate in a contested Republican primary, or a registered Republican in a nonpartisan election (including judicial races where it is legally permissible), or a local Unitary Special/General Election, by either of the two following methods: (1) Upon the affirmative vote of not less than 60% of the County Executive Committee present and voting at a duly called meeting complying with notice requirements set forth below, provided that the number voting to endorse represents a majority of the full committee, or (2) upon the affirmative vote of not less than two-thirds (2/3) of those present and voting at such meeting, provided that a quorum is present at the time the vote is taken. Each announced candidate shall be likewise notified that a vote on endorsement is to be taken and that he or she will be allowed to speak at such meeting in support of or opposition to any proposed endorsement, certification, or recommendation for an office for which he or she is a candidate.

C. There shall be no less than ten days written notice to each member of the Executive Committee of any meeting at which the vote is to be taken. The written notice shall inform each member of the time, date, place of meeting, and that a vote will be taken to endorse, certify, screen or otherwise recommend one or more Republican candidates for nomination for election. A copy of the notice of the meeting shall be mailed by the County Chairman or other appropriate officer to: Republican Party of Florida, P.O. Box 311, Tallahassee, Florida, 32302.

RULE 9 - Party Loyalty Oath

A. Members of all political party committees, and the National Committeeman and Committeewoman, shall before taking office, establish by written oath or affirmation that during their term of office they will not actively, publicly, or financially support the election of any candidate other than the Republican candidate in a partisan unitary, general or special election, or a Registered Republican in non-partisan elections, other than Judicial races governed under Florida Statute 105, if there is a registered Republican running for the same office, unless the county executive committee has taken an affirmative vote to endorse one Republican over

another per Rule 8(B). The written oath or affirmation will also state that they will not engage in activities or conduct deemed by the Grievance Committee and affirmed by the RPOF Chairman as likely to injure the name of the Republican Party or interfere with the activities of the Republican Party.

B. Members shall file their oath with the Chairman of the County Executive Committee and the County Chairman or his designee shall forward the signed oath to the State Chairman within 30 days. The oath or affirmation may be witnessed rather than notarized.

RULE 10 - Delegate Selection Rules

A. All delegates and alternate delegates to the Republican National Convention shall be elected following the State of Florida Presidential Preference Primary which is to be held on January 29, 2008, in accordance with the procedures set forth herein.

B. The Republican presidential candidate receiving the higher or highest number of votes in any congressional district shall receive all delegate votes from such congressional district. The Republican presidential candidate receiving the higher or highest number of statewide votes shall receive all votes of the Delegates at Large. The Chairman of the Republican Party of Florida, or his or her designee, shall be bound to count and cast all Delegate at Large votes for such candidate during the first three convention ballots unless the convention rules state that delegates are bound for more than three ballots. If the candidate to whom the delegate votes are bound releases the delegates or withdraws his or her candidacy, then said delegate votes will not be bound to any candidate. No delegate, other than the Chairman of the Republican Party of Florida, or his or her designee, shall be entitled to cast any vote on his or her own behalf until the fourth convention ballot.

C. On February 6, 2008, each Republican presidential candidate whose name appeared on the Presidential Preference Primary ballot shall submit to the Chairman of the Republican Party of Florida a list of proposed delegates and alternate delegates from among each of the candidate's supporters who shall be considered as candidates with others to be elected as delegates and alternate delegates. The names and addresses of the proposed candidate's supporters shall be distributed by the Chairman of the Republican Party of Florida to the various chairmen of the electing bodies prior to the holding of any elections for the purpose of electing delegates and alternate delegates.

D. The Republican Party of Florida is entitled to one hundred fourteen (114) delegates and one-hundred-eleven (111) alternate delegates to serve in such capacities at the Republican National Convention. There are three delegates who have no alternate per RNC rule. These three are the Chairman of the Republican Party of Florida, the National Committeeman and the National Committeewoman. The one-hundred-eleven (111) remaining delegates and one-hundred-eleven (111) alternate delegates shall be elected in the following manner:

(1) A total of thirty-six (36) delegates and thirty-six (36) alternates shall be elected as Delegates at Large by the Executive Board of the Republican State Executive Committee. The process of electing such delegates shall commence at a duly called meeting of the Executive Board of the Republican State Executive Committee after February 5, 2008, but no later than May 31, 2008.

(2) A total of seventy-five (75) delegates and seventy-five (75) alternate delegates shall be elected from the congressional districts, with three (3) delegates and three (3) alternate delegates to be elected from each congressional district. The three delegates and the three alternate delegates from each congressional district shall be elected by receiving the higher or highest number of votes of the total respective State Committeemen, State Committeewomen and County Chairmen representing any county in each congressional district. The State Executive Committee Congressional District Chairmen from each congressional district shall preside and chair in accordance with Robert's Rules of Order, Newly Revised. The process of electing such delegates shall occur after February 5, 2008, but no later than April 30, 2008, at a time and place to be set by the Chairman of the Republican Party of Florida. Proxy voting is not permitted.

E. Notice to the registered Republican voters of the above-mentioned election dates, time, place, rules, officials conducting and eligibility requirements for participation in the said elections, shall be published in at least one (1) newspaper having a general circulation throughout the state, no earlier than February 6, 2008, and no later than February 16, 2008, and these rules governing such qualifications shall become effective on January 1, 2008.

F. Any candidate for delegate or alternate delegate shall, at the time of declaring his or her candidacy, be a registered Republican voter in Florida and to be a candidate for delegate or alternate delegate from a congressional district, shall at the time of declaring his or her candidacy also reside in and be elected from the voter's congressional district. In addition, the candidate shall file a qualifying oath with the Chairman of the Republican Party of Florida in accordance with the applicable Florida Statutes and the applicable Rules of the Republican Party and in a form approved by the General Counsel to the Republican Party of Florida.

G. No candidate for delegate or alternate delegate shall be required to pay an assessment or fee to become a candidate or to serve as the elected delegate or alternate delegate.

H. No candidate for delegate or alternate delegate shall be discriminated against for reasons of sex, race, religion, color, age, national origin or physical disability, and all delegates shall be divided equally according to gender as nearly as possible.

I. The Chairman of the various electing bodies shall certify on or before May 15, 2008, those names of the candidates elected as delegates and alternate delegates to the Chairman of the Republican Party of Florida who then shall, prior to thirty (30) days before the time set for the meeting of the Republican National Committee, certify elected delegates. The delegates' and alternate delegates' qualification oaths, as required by Florida Statute 103.101 (6), shall be filed with the Florida Department of State.

J. The provisions of Chapter 103, Florida Statutes 2007, are hereby incorporated by reference and shall have such force and effect as if set forth in full herein. To the extent that these rules conflict with the Florida Statutes, the statutes will prevail.

K. In the event a delegate or an alternate delegate is unable to attend the Republican National Convention, the Chairman of the Republican Party of Florida, or his or her designee, shall select his or her replacement.

L. A copy of this rule, as adopted, shall be filed with the Department of State within seven (7) days after its adoption.

M. Nothing in these Rules or the Florida Statutes shall be interpreted as inconsistent with the Rules of the Republican Party relating to the timing of the selection process resulting in the election of delegates or alternate delegates to the next national convention. Nothing in these Rules or the Florida Statutes shall be interpreted to provide for commencement of the process for selecting delegates or alternate delegates to the next national convention prior to February 6, 2008. In the event that the Republican National Convention refuses to seat the full allotment of 114 Florida delegates, all remaining delegates shall be Delegates at Large and shall be selected by the Chairman of the Republican Party of Florida from the original delegation of 114.

RULE 11 - Election of State Committeemen and Women; Role and Responsibilities

A. Each county shall elect one man and one woman to serve as State Committeeman and State Committeewoman from that county. In accordance with Section 103.091 Florida Statutes, State Committeemen and women shall be elected for 4 year terms at the first primary of the Presidential election year by registered Republican electors within their county. The election shall be determined by a plurality of the votes cast. The terms of those elected shall commence on the first day of the month following each Presidential general election. There shall be no limit on the number of terms in which a State Committeeman or State Committee woman may serve. For the purpose of defining "good standing" under Florida statutes, any person elected as a State Committeeman or State Committeewoman shall:

- (1) Maintain voter registration as a Republican;
- (2) Maintain their personal residency in the county from which their election occurred;
- (3) Sign and abide by the required loyalty oath that is prescribed by the State Party;
- (4) Adhere to the duties, responsibilities, and attendance requirements of the Office of State Committeeman or Committeewoman;
- (5) Comply with and uphold the State Party Constitution and Rules of Procedure.

B. Electors seeking to qualify for such office of state committeeman or state committeewoman shall do so with the Supervisor of Elections no earlier than noon of the 71st day or later than noon of the 67th day preceding the first primary of the Presidential election year.

C. The outgoing chairman of each State Executive Committee shall hold an organizational meeting of all newly elected State Committee members for the purpose of electing officers and said meeting shall take place within 60 days of the date the new members take office.

D. The role and responsibilities of State Committeemen and State Committeewomen include, but are not limited to, the following:

- (1) Act as a liaison between the State Executive Committee and the County Executive Committee.

- (2) Elect a Congressional District Chairman who is entitled to vote on the State Executive Board.
- (3) Serve as at-large members of the County Executive Committee.
- (4) Assist and cooperate with District Chairmen, County Chairmen, and Party Field Directors in promoting seminars, caucuses, and fund-raising events.
- (5) Share all correspondence, newsletters, information bulletins, etc., from RPOF or other relevant sources, and directing them to officers and members of the County Executive Committee.
- (6) Fulfill such additional duties and responsibilities as may be requested by the RPOF Chairman.

RULE 12 - Liabilities

A. The members, officers, agents and members of the Executive Committee of the Republican Party of Florida shall not be personally liable for any debt, liability, or obligation of the Party.

B. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Republican Party of Florida may look only to the funds and property of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or any money that may otherwise become due or payable to them from the Republican Party of Florida.

RULE 13 - Indemnification

A. The State Committee of the Republican Party of Florida (the “committee”) may, upon the affirmative vote of the majority of the Executive Board, to the extent legally permissible, indemnify each person serving or who has served as a member of the Committee or of the Executive Board against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees reasonably incurred by him or her, in connection with the defense or disposition of any action, suit, or other proceeding, whether civil, criminal, administrative, or investigative, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a member or by reason of his or her serving or having served the Committee in any capacity referred to in the next paragraph.

B. “County Executive Committees Each County Executive Committee of the Republican Party of Florida may provide indemnification to the same extent and on the same terms as is provided by the State Executive Committee of the Republican Party of Florida to its members, pursuant to paragraph A above.”

C. That indemnification of other persons serving or who have served as officers, employees, or other agents of the Committee, or, at its request, as members, directors, trustees, officers, employees, fiduciaries, or other agents of a corporation, trust, or other organization in which the Committee has an interest may be provided by the Committee whenever and to the extent authorized by a disinterested majority of the members of the Executive Board. Any such indemnification may include payment of the Committee of expenses incurred in defending any

such action, suit, or other proceeding in advance of the final disposition thereof, upon receipt of an undertaking by the person indemnified to employ counsel satisfactory to the Committee and to repay such payment if it shall ultimately be determined that he or she is not entitled to indemnification under this rule.

D. Further, that notwithstanding the foregoing provisions of this Rule, no indemnification shall be provided for any person with respect to any matter: (a) as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Committee; or (b) disposed of by a compromise payment, pursuant to consent decree or otherwise, unless he or she shall have been determined to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Committee, such determination to be made by a disinterested two-thirds (2/3) majority of all members of the Executive Board.

E. Further that The Committee may purchase and maintain insurance on behalf of any person who is or was a member of the Committee, a member of the Executive Board or an officer, employee, or other agent of the Committee, or who is or was serving at the request of the Committee as a member, director, trustee, officer, employee, fiduciary, or other agent of the corporation, trust, or other organization in which the committee has an interest, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Committee would have the power to indemnify him or her against such liability.

F. This rule shall not limit any right of indemnification existing independently of this rule.

G. Definition: As used in this rule, the terms “member”, “director”, “trustee”, “officer”, “employee”, and “agent” shall include their respective heirs, executors, and administrators, and a “disinterested” person is one against whom the proceedings in question, or another proceeding of the same or similar grounds, are not then and had not been pending or threatened.

RULE 14 - Borrowing or Lending of Funds

The Republican Party of Florida, without the expressed approval of the RPOF Executive Board, is prohibited from borrowing or lending money for any purpose. It may, however, use an asset as collateral during the course of its normal business.

RULE 15 - More Than One County Position

A person can hold only one position as a County Chairman, County Officer or a State Committeeman or State Committeewoman, except in counties with less than 750 registered Republicans, unless this rule is waived by the RPOF Executive Board.

RULE 16 - County Constitution

A. A constitution may be adopted by each County Executive Committee. In the event

that no such constitution is adopted, the model constitution developed by the Republican Party of Florida will prevail. If a County Constitution is adopted which is not in conflict with the Florida Statutes, the Constitution of the Republican State Executive Committee, the Rules of Procedure for the Republican Party of Florida or the Model Constitution is adopted and it shall be filed with the Republican Party of Florida.

RULE 17 – Republican Party of Florida Chairman and Staff Employees’ Salaries

The Chairman’s salary will be fixed by the RPOF Board and employees’ salary will be fixed by the Chairman, subject to budget limitations.

RULE 18 - Creation of State Party Committees

A. (1) Committee Chairman and members shall be appointed and serve at the pleasure of the State Party Chairman. To the maximum extent possible committee members are to be equally divided between men and women. The permanent standing committees will be as follows:

- Constitution and Rules
- Budget
- Grievance

From time to time, ad hoc committees may be established by the State Chairman which may include, without limitation, the following:

- Credentials
- Ethics
- Ballot Security
- Candidate Recruitment
- Absentee Ballot

Any county REC member is eligible to serve on an ad hoc committee of the Republican Party of Florida.

(2) The Chairman of the Party shall have the authority and responsibility to appoint select (ad hoc) committees as may be necessary.

B. (1) In addition to the above listed standing committees of the RPOF, there shall be an Audit Committee. There shall be a minimum of seven (7) members on the Audit Committee. Each of the following shall have the right to appoint one member of the Audit Committee: Party Chairman, Vice Chairman, Secretary, Treasurer, National Committeewoman, National Committeeman, and Immediate Past Chairman. The members of the Audit Committee shall select their own officers.

(2) The Audit Committee shall interview accounting firms and give the RPOF executive board their recommendations for the firm to be selected, as well as informing the

Executive Board of the guidelines and criteria used for this selection. When the annual audit has been completed, the accounting firm shall present the audit to the RPOF Executive Board for its acceptance at its next meeting, along with any recommendations the Audit Committee may have concerning the audit. The members of the Audit Committee shall be responsible for their personal expenses. The Audit Committee shall have the authority to inspect and audit, but not change, destroy, deface, or remove any of the financial records of the Party. The term of the Audit Committee members shall expire with that of the State Officers.

C. In addition to the above standing committees, there shall be a Caucus of County Chairmen and a Caucus of State Committeemen and State Committeewomen. Each caucus shall choose a caucus chairman and caucus vice chairman every two (2) years prior to the Annual Meeting of the State Committee. Each caucus shall meet at least four (4) times each year in conjunction with the meetings of the Executive Board and Annual Meeting. Each chairman (or vice chairman, in the absence of the chairman) shall report on the activities of the caucus at each meeting of the RPOF Executive Board and at the Annual Meeting of the State Committee.

RULE 19 - Budget Committee Presentation

The Budget Committee is to submit a budget to the Republican Party of Florida State Executive Board for the following year at the fourth quarter board meeting.

RULE 20 - Chairman's Paid Expenses

The Republican Party of Florida is authorized to pay, as individually specified line items, in the annual budget, membership dues of the Republican Party of Florida State Chairman and a portion of the salary of a personal secretary located in the RPOF Chairman's personal office.

RULE 21 – Republican Party of Florida Executive Committee and Republican Party of Florida Executive Board Meetings

There shall be an annual meeting of the State RPOF Executive Committee held at such time and place as the RPOF Executive Board may determine. Only members of the State RPOF Executive Committee in good standing shall be eligible to vote at such meetings. Any challenges as to the membership status of an individual must be made in writing to the Chairman of the Credentials Committee so as to be received by that Chairman by 9:00 a.m. at least three (3) working days prior to the date of the meeting to allow the Committee to investigate that challenge. Challenges not received in this timely manner shall not be heard except upon a two thirds vote of the Credentials Committee. At this meeting in the odd number years, new officers will be elected. Nominations for Chairman, Vice-Chairman, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer shall be made from the floor at the Annual meeting in odd number years. In the event of more than one (1) nomination for any officer position, the vote shall be conducted by secret paper ballot. No pre-printed ballot may be used for this process. There shall be a minimum of four quarterly spaced meetings of the RPOF Executive Board each year. The date, location and time will be proposed by the Chairman and approved by the RPOF Board at the preceding quarterly Board meeting.

RULE 22 - Settlement of Grievances

A. The Chairman of the Republican Party of Florida shall appoint as a standing Committee, a Grievance Committee, consisting of seven members, including the Chairman. The Committee shall meet at the call of the Chairman of the Committee.

B. In the event a dispute arises among the members of any county Republican Party Executive Committee, Republican Club, Republican group, or group subject to the rules and regulations of the Republican Party of Florida, or between such parties and such dispute cannot be resolved by the members of said committee, club or group, then the resolution of the dispute may, at the request of any one of the parties involved, be referred in writing to the Chairman of the Republican Party of Florida. The Chairman shall, through written correspondence, refer the dispute to the Grievance Committee for recommendations for resolution.

C. Upon referral of a dispute, the Grievance Committee shall hold hearings with respect to the dispute, inviting all parties to the dispute or others who may be of help to be heard. meet before the Grievance Committee. Other parties who may be of help to settle the dispute may also be given the opportunity to be heard. The Committee shall conduct the hearing in accordance with the Notice of Written Grievance form which shall be prepared in conformance with Grievance Form 2007. The notice of written grievance setting forth the conduct of the hearing shall be provided to the parties not less than 10 days in advance of the hearing.

D. Hearings should be held within (30) thirty days of such referral, unless otherwise determined by the Grievance Committee Chairman, at a location, preferably in the geographic area where the dispute has arisen, with at least five members of the Committee present. The Committee shall within (30) thirty days after the hearing make a written report to the RPOF Chairman, setting forth it's findings and recommendations as to settling the dispute.

E. If the Chairman of the RPOF approves the recommendations, they are adopted and become final. If the Chairman does not approve the recommendations, he may (a) refer the matter back to the Grievance Committee for further consideration or (b) refer the Committee recommendations to a Grievance Review Committee consisting of the Chairman of the RPOF, the Vice Chairman, RPOF, the Secretary, RPOF, Treasurer, RPOF, and the Legal Counsel to the Republican Party of Florida. The Review Committee shall make a final determination as to a course of action within (30) thirty days. Adoption by the RPOF Chairman as well as any final determination by the Review Committee shall be made in writing and provided to all parties concerned.

As final authority in all Republican matters as granted under Article VII of the Constitution of the Republican Party of Florida, the action of the Chairman of the Republican Party of Florida or the Review Committee may include, but not be limited to the following: Removal or suspension of a Club Charter; removal or suspension of an officer or member of any authorized or chartered Club, Executive Committee or other committee from office or membership; revocation of a prior action or election by a Club, Executive Committee or other Committee; or ordering new elections by such clubs or committees.

RULE 23 - Participation in Non Republican Party Organizations

No Republican County Executive Committee, as defined by Florida Statute, or any Club or Organization chartered under Rule 1 of these Rules of Procedure shall, as an organization, endorse, monetarily support or join any non-partisan or bi-partisan private group, committee or organization established for the purpose of monitoring or regulating political campaigns.

Rule 24 – Resolutions

A. Resolutions with Prior Notice: A proposed resolution shall be submitted in writing to the Chairman of the Republican Party of Florida 15 days prior to submission to the State Executive Committee or Executive Board. The proposed resolution shall be referred to the Constitution and Rules Committee for review for form and clarity and content. For purposes of this rule the Constitution and Rules Committee is authorized to consider the proposed resolution based on its plain language, understandability and content. Upon approval by a majority of that Committee, it shall be submitted to members of the Republican State Executive Committee or Republican Executive Board in writing in connection with the agenda for such meeting.

B. Resolutions without Prior Notice: A proposed resolution may be submitted in writing to the Chairman of the Republican Party of Florida without the above 15 day notice provided it is received at least 24 hours prior to the State Committee or Executive Board meeting. The determination of the existence of emergency or extraordinary circumstances shall be at the discretion of the Constitution and Rules Committee or State Party Chairman and will require a majority vote of the Committee members present to consider discussion of a proposed resolution in accordance with this provision. Such resolution shall be reviewed by the Constitution and Rules Committee and upon the approval of 2/3rds of the members in attendance at a meeting of the Constitution and Rules Committee shall be forwarded to such State Committee meeting or Executive Board meeting for addition to the agenda and consideration by that committee.

C. Required Vote for Passage: Passage of any proposed resolution shall require the vote of 2/3rds of those present and voting at any State Executive Committee meeting or Executive Board meeting.

Rule 25 - Attendance

A. The Office of County Chairman, State Committeeman, State Committeewoman, Club President, Precinct Committeeman, Precinct Committeewoman, or any office of the Republican Party may be deemed vacant by the Grievance Committee and affirmed by the RPOF Chairman due to excessive absences from office or failure to fulfill the duties and responsibilities of said office. Upon determining that the office is vacant, provisions of Chapter 103, Florida Statutes may apply.

B. State Committeemen and State Committeewomen shall attend a minimum of two (2) of any three (3) of their respective County Chairmen or State Committeemen and State Committeewomen caucus meetings in each calendar year as documented by the caucus membership attendance record to be reported by the secretary of the caucus to the secretary of the RPOF Executive Board.

C. County Chairmen, State Committeemen and State Committeewomen shall attend all county REC meetings, except however a maximum of three (3) absences in each calendar year for any reason shall be permissible. Attendance shall be documented by the REC meeting attendance record to be reported by the REC secretary to the secretary of the RPOF Executive Board.

D. Excessive absences in the case of County Chairmen, State Committeemen and State Committeewomen shall be defined as failure to be reported as present at two (2) or more of the respective meetings of the caucus of County Chairmen or caucus of State Committeemen and State Committeewomen in each calendar year.

E. Removal from the office of County Chairman, State Committeeman or State Committee woman for excessive absences under paragraph C or D shall be considered automatic upon written notice by the RPOF Chairman or his/her designee to the County Chairman, State Committeeman or State Committeewoman. No appeal or review shall be deemed permissible or acceptable unless the RPOF Executive Board by a 2/3 vote determines that the removal shall be reversed.