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

As Approved by the State Executive Board on April 28, 2017

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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

RULE 1 - Chartering Process for Republican Clubs

A. Restrictions on Use of the Name, Abbreviations, and Symbols of the Republican Party

No person or group of persons may use the name, abbreviations, or symbols of the Republican Party in connection with any club, group, association, or organization of any kind unless approval and permission have been given by the Republican Party of Florida in the form of a written charter issued under this Rule. This Rule does not apply to county Republican Executive Committees, to Republican Affiliated Party Committees, to organizations that are chartered by the Republican National Committee, or to organizations using the name, abbreviations, or symbols of the Republican Party that have been in existence and organized on a statewide basis for a period of ten years.

B. Conditional Chartering Process for New Republican Clubs

Any non-chartered club, group, association, or organization seeking a charter under this Rule may submit a conditional charter application including the written approval of a majority of the following Republican Party officials from the county or counties in which it is organized (including at least one such official in each county in which it is organized): County Chairman, State Committeeman, State Committeewoman. Applicants organized on a statewide basis need not obtain the written approval of the Republican Party officials in each county, but will instead require the approval of the Executive Board of the Republican Party of Florida. Upon the approval of the Chairman of the Republican Party of Florida, a conditional charter will be issued to the applicant. Each conditional charter expires on March 31 of the calendar year after the year in which it is issued. A conditional charter may be revoked at any time, without notice, and for any reason in the sole discretion of the Chairman of the Republican Party of Florida. An organization that has received a conditional charter may apply for a general charter through the general charter renewal process provided in this Rule. A conditional charter may be renewed for an additional one-year period or converted to a general charter in the sole discretion of the Chairman of the Republican Party of Florida in consultation with the applicable County Republican Executive Committee officials.

C. Renewal and Revocation of General Charters for Existing Republican Clubs

(1) All general charters issued by the Republican Party of Florida expire on March 31 of each odd-numbered year unless renewed as provided in this Rule. On or before February 1 in each odd-numbered year, the Republican Party of Florida will send charter renewal information, requirements, and instructions to each chartered club, group, association, or organization with a copy to the applicable Republican State Executive Committee Members. On or before March 15, any club wishing to renew its charter must submit a general charter renewal application including the written approval of a majority of the following Republican

Party officials from the county or counties in which it is organized (including at least one such official in each county in which it is organized): County Chairman, State Committeeman, State Committeewoman. Upon the approval of the Chairman of the Republican Party of Florida, a new general charter will be issued to the applicant.

(2) Any club, group, association, or organization that has been chartered and in good standing for a period of ten continuous years is exempt from the renewal application process provided in subsection (C)(1) and may receive an expedited renewal of its charter upon the approval of the Chairman of the Republican Party of Florida and one State Executive Committee member from each county in which it is organized.

(3) The Chairman of the Republican Party of Florida, in consultation with the applicable County Republican Executive Committee officials, may revoke any general charter for good cause shown. Failure to comply with the requirements of this Rule constitutes good cause for revocation of a general charter.

(4) The decision to revoke or not to renew a general charter may be appealed to the Republican Party of Florida as prescribed in this Rule. Any chartered club, group, association, or organization wishing to appeal a revocation or non-renewal of its general charter must submit a Notice identifying in detail the basis of its appeal within 90 days after it receives the decision to revoke or not to renew the charter. The Grievance Committee shall review all Notices of Appeal and may call for a response from any State Executive Committee members who supported the revocation of non-renewal of the general charter.

After considering the appeal, the Grievance Committee shall either: a) affirm the revocation or non-renewal (in which case there shall be no further appeal); or b) recommend to the Executive Board of the Republican Party that the revocation or non-renewal be overturned. After considering the Grievance Committee's recommendation and the merits of the appeal, the Executive Board of the Republican Party of Florida may restore and renew a general charter or revert the general charter to a conditional charter. The decision of the Executive Board is final and is not subject to further appeal in any forum.

D. Restrictions on Activities by Chartered Republican Clubs

Chartered Republican clubs must conduct their affairs in compliance with applicable state and federal election and campaign finance laws. No chartered club, group, association, or organization may adopt by-laws that are inconsistent with state or federal law, the Constitution or Party Rules of Procedure of the Republican State Executive Committee, or the Republican Party of Florida County Model Constitution. No chartered club, group, association, or organization may participate in intra-party differences, nor may it, in its official capacity as a chartered organization, support the nomination of one Republican candidate over another unless the Republican Party has voted to endorse that candidate under Rule 8. No chartered club, group, association, or organization may invite a non-Republican to be a guest speaker at

an official meeting or function without the approval of the Chairman of the County Republican Executive Committee.

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.

C. The National Committeeman and National Committeewoman shall be reimbursed for party-related reimbursable travel expenses incurred up to the budgetary authority set by the State Executive Board, including transportation, mileage, lodging, and meals. Requests for reimbursement shall be submitted, reviewed, and approved in the same manner as requests for reimbursement by the RPOF Chairman under Rule 20.

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 - 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 Section 103.091, Florida Statutes, Precinct Committeemen and Precinct Committeewomen shall be elected for four-year terms which shall commence on the first day of the month following each general election (December 1). Within thirty days of the primary election, Precinct Committeemen and Precinct Committeewomen shall sign and file a loyalty oath as prescribed in Rule 9. Failure to file a completed loyalty oath is cause for immediate removal from office.

F. Candidates for Precinct Committeemen and Precinct Committeewomen shall qualify for office in accordance with Section 103.091, Florida Statutes.

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

A. 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, screen, 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, screen, 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.

D. A County Republican Executive Committee may not endorse, certify, screen, or recommend a candidate in a contested election for a publicly elected position on a Republican Executive Committee. This provision does not preclude any Republican Executive Committee member from supporting in any manner his or her personal candidate of choice in a contested election for a publicly elected position on a Republican Executive Committee, provided he or she does not express that support with public reference to his or her title or office within the Republican Party of Florida.

RULE 9 – Oath of Party Loyalty

A. Form of Party Loyalty Oath

As a condition of membership on a Republican Executive Committee, each County Republican Executive Committee and State Republican Executive Committee member must sign and file an oath of party loyalty in the following form:

I swear or affirm that during my term of party office I will not actively, publicly, or financially support the election of any candidate seeking election against:

(1) The Republican Party's nominee in a partisan unitary, general, or special election that includes a Republican nominee; or

(2) A registered Republican in a non-partisan election, except that this provision does not apply to judicial races under Chapter 105, Florida Statutes.

I further swear or affirm that, in a contested Republican primary election, I will not support the nomination of one Republican candidate over another in my capacity as a Republican Executive Committee member unless the Executive Committee has voted to endorse that candidate in accordance with RPOF Rule 8. This provision does not preclude me from supporting in any manner my personal Republican candidate of choice in a contested Republican primary election, provided I do not express such support with public reference to my title or office within the Republican Party of Florida.

B. Filing Instructions for Party Loyalty Oath

Each Republican Executive Committee member required by this Rule to sign a party loyalty oath must file the oath with the Chairman of his or her respective State or County Republican Executive Committee (or the Chairman's designee) no later than 30 days after election to party office. The party loyalty oath shall be witnessed, verified, or notarized.

RULE 10 – Selection of Delegates and Alternate Delegates to the Republican National Convention

A. Exclusive Method for Selection of Delegates and Alternate Delegates to Republican National Convention

All delegates and alternate delegates to the Republican National Convention shall be elected as prescribed by this Rule following the Florida Presidential Preference Primary.

B. All Delegates and Alternate Delegates Awarded to Statewide Winner of Florida Presidential Preference Primary

The Republican presidential candidate receiving the highest number of statewide votes at the Florida Presidential Preference Primary shall be awarded all delegates and alternate delegates to the Republican National Convention. The delegates and alternate delegates shall be elected as prescribed by Rule 10(D). The Chairman of the Republican Party of Florida, or his or her designee, shall be bound to count and cast all delegate votes for that presidential 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 the 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. Submission of Proposed Delegates and Alternate Delegates

No later than one week after the Florida Presidential Preference Primary, each Republican presidential candidate whose name appeared on the ballot shall submit to the Chairman of the Republican Party of Florida a list of proposed delegates and alternate delegates from among that candidate's supporters to be considered as candidates for election as delegates and alternate delegates. The lists of proposed delegates and alternate delegates shall be distributed by the Chairman of the Republican Party of Florida to Executive Board of the Republican Party of Florida and to the Chairman of each Congressional District Caucus before the election of delegates and alternate delegates.

D. Election of Delegates and Alternate Delegates

Under the Rules of the Republican Party (as amended), the Republican Party of Florida is entitled to a certain number of delegates and alternate delegates to the Republican National Convention. The Chairman of the Republican Party of Florida, the National Committeeman, and the National Committeewoman shall serve as delegates without alternates. The remaining delegates and alternate delegates shall be elected at a meeting duly called by the Chairman of the Republican Party of Florida no sooner than one week after the Presidential Preference Primary and no later than 45 days before the time set for the meeting of the Republican National Convention. The delegates and alternate delegates shall be elected as follows:

(1) Three delegates and three alternate delegates shall be elected by each of the Congressional District Caucuses (composed of the State Committeemen, State Committeewomen, and County Chairmen representing any county in each Congressional District). Proxy voting is not permitted.

(2) The remaining delegates and alternate delegates shall be elected as Delegates at Large by the Executive Board of the Republican Party of Florida in accordance with the Rules

of the Republican Party (as amended).

(3) Each candidate for election as a delegate or alternate delegate must be a legal resident and registered Republican voter of the State of Florida. Each candidate for election as a delegate or alternate delegate from a Congressional District Caucus must additionally be a legal resident of that Congressional District. Before the election of delegates and alternate delegates, each candidate for election as a delegate or alternate delegate shall certify that he or she is duly qualified to serve under this Rule by filing a qualifying oath or affirmation in a form approved by the General Counsel to the Republican Party of Florida.

(4) No more than seven days after the election of delegates and alternate delegates, the Chairman of each Congressional District Caucus shall certify to the Chairman of the Republican Party of Florida the names of each delegate and alternate delegate elected from that Congressional District Caucus. The Chairman and Secretary of the Republican Party of Florida shall certify all delegates and alternate delegates of the Republican Party of Florida and shall file their names and credentials with the Secretary of the Republican National Convention no later than thirty-five days before the time set for the meeting of the national convention.

(5) 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. No candidate for delegate or alternate delegate shall be discriminated against for reasons of sex, race, religion, color, age, national origin or physical disability. As required by the Rules of the Republican Party, the Republican Party of Florida shall endeavor to have equal representation of men and women in its delegation to the Republican National Convention.

E. Vacancies in the National Convention Delegation

If an elected 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. If for any reason the Republican National Convention refuses to seat Florida's elected 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. At least one delegate shall be selected from each Congressional District, with the advice and consent of each Congressional District Caucus Chairman.

F. Notice of Delegate Election Procedures

A copy of this Rule, as adopted, shall be filed with the Department of State within seven days after its adoption and shall become a public record. The Republican Party of Florida shall also publish notice on its website of these delegate election procedures and of the time, place, and manner of the election of delegates and alternate delegates.

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. Candidates for State Committeeman and State Committeewoman shall qualify for office in accordance with Section 103.091 Florida Statutes. State Committeemen and State Committeewomen shall be elected for four-year terms which shall commence on the first day of the month following each Presidential general election (December 1). Within thirty days of the primary election, State Committeemen and State Committeewomen shall sign and file a loyalty oath as prescribed in Rule 9. Failure to file a completed loyalty oath is cause for immediate removal from office. 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 during their term of office:

- (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 loyalty oath that is prescribed in Rule 9;
- (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 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 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 - Committees and Caucuses of the Republican Party of Florida

A. Establishment of Standing Committees

(1) The following permanent standing committees of the Republican Party of Florida are established:

- (a) Audit
- (b) Budget
- (c) Community Engagement
- (d) Constitution and Rules
- (e) Credentials
- (f) Ethics
- (g) Digital
- (h) Faith-Based Engagement
- (i) Grievance
- (j) Legislative Affairs
- (k) Minority Engagement
- (l) Next Generation Republican Roundtable
- (m) Rural County
- (n) Second Amendment
- (o) Veterans Engagement
- (p) Voter Turnout
- (q) Women's Engagement

(2) At any time, the Chairman of the Republican Party of Florida may also establish such select or ad hoc committees as he or she deems necessary.

(3) The Chairman of the Republican Party of Florida may appoint the Chairman and all members of each committee. All committee Chairmen and members serve at the pleasure of the Chairman of the Republican Party of Florida. The Chairman of the Republican Party of Florida may also appoint any Republican to serve as a member of any committee in an *ex officio* capacity.

(4) Only members of the Republican State Executive Committee are eligible to serve on a standing committee of the Republican Party of Florida. Any member of a county Republican Executive Committee is eligible to serve on a select or ad hoc committee of the Republican Party of Florida. To the maximum extent possible, committee members should be equally divided between men and women.

B. Organization and Responsibilities of the Audit Committee

(1) The Audit Committee shall consist of at least seven members of the State Executive Committee, six of whom shall be appointed based on the recommendation of, respectively, the Republican Party of Florida's Vice Chairman, Secretary, Treasurer, National Committeewoman, National Committeeman, and Immediate Past Chairman (if he or she remains in good standing). The Chairman of the Republican Party of Florida shall appoint as members of the Audit Committee the persons recommended as described in this Rule. The Audit Committee shall elect its own Chairman.

(2) The Audit Committee shall interview and select an accounting firm to conduct the annual audit required by law. After the annual audit has been completed, the accounting firm shall present the annual audit to the Audit Committee, which shall have authority to review, approve, and file a copy of the audit with the Florida Department of State prior to the statutory filing deadline. The Audit Committee shall provide a report on the results of the annual audit to the Executive Board of the Republican Party of Florida, along with any recommendations of the Audit Committee concerning the annual audit. The Audit Committee shall have the authority to inspect and audit, but not to change, destroy, deface, or remove any of the financial records of the Republican Party of Florida. The term of the Audit Committee members shall expire with that of the Officers of the State Executive Committee.

C. Establishment of Caucuses

In addition to the committees established under this Rule, there shall be a Caucus of County Chairmen, a Caucus of State Committeemen and State Committeewomen, and a Caucus of Appointees that shall be made up of the 10 Governor's Appointees, the 10 Senate President Appointees, and the 10 Speaker Appointees. Each Caucus shall elect its own Chairman and Vice Chairman before the Annual Meeting of the State Executive Committee in each odd-numbered year. Each Caucus shall meet at least four times each year in conjunction with the meetings of the Executive Board of the Republican Party of Florida and shall provide a report on the activities of the Caucus to the Executive Board. Each

Caucus has the authority to adopt Bylaws consistent with these Rules and shall file a copy of its Bylaws with the Republican Party of Florida.

The first chair of the Caucus of Appointees shall be a current member of the Executive Board.

RULE 19 - Budget Committee Presentation

A. Content and Form of Presentation

The Budget Committee shall present a proposed budget for approval by the Executive Board of the Republican Party of Florida. The presentation shall take place in a closed Executive Session and shall be in the same format approved by the Budget Committee. The Chairman of the Budget Committee, assisted by RPOF accounting staff, shall conduct a concise summary briefing of the budget itemization and shall respond to any questions by the Executive Board. All budget information shall be confidential and copies for retention shall not be distributed.

B. Timing of Presentation

The annual budget for each even-numbered calendar year shall be presented and approved at the final quarterly Executive Board meeting of the previous year. The annual budget for each odd-numbered calendar year shall be presented and approved at an Executive Board meeting held after the biennial election of officers of the Republican State Executive Committee, but no later than the second quarterly meeting of each odd-numbered calendar year. Additional meetings of the Budget Committee and the Executive Board shall be held as necessary to ensure the timely adoption of an annual budget as required by this Rule.

RULE 20 - Chairman's Paid Expenses

A. The RPOF Chairman shall be reimbursed for all party-related expenses incurred, including transportation, mileage, lodging, and meals. The Chairman's request for reimbursement shall be submitted to the Audit Committee within 30 days of the end of the quarter the expenses were incurred, unless an extension is granted by the Audit Committee, and shall include complete documentation of all expenses submitted for reimbursement. Before any expense is reimbursed to the RPOF Chairman, the Audit Committee must make a timely determination of the appropriateness of the reimbursement request. If the Audit Committee declines to approve the reimbursement request, the RPOF Chairman may submit the matter to the RPOF Executive Board for final resolution.

B. The definition of "party-related expenses" shall be based on the rules of the Internal Revenue Service regarding business-related expenses eligible for deduction.

RULE 21 - Executive Committee and 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 (2/3) 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. With the exception of the Annual Meeting, Executive Committee and Executive Board Meetings may be held by electronic means with the consent of a majority of the Board, and in accordance with "Robert's Rules of Order, Newly Revised."

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 its 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

Any proposed resolution shall be submitted in writing to the Chairman of the Republican Party of Florida at least 15 days before the meeting of the Executive Board or State Executive Committee at which the resolution is to be considered. The proposed resolution shall be referred to the Constitution and Rules Committee for a review of its form based on its clarity, understandability, and use of plain language. Upon a two-thirds vote of the Constitution and Rules Committee, the proposed resolution shall be referred to the Legislative Affairs Committee for a review of its content and subject matter. Upon a two-thirds vote of the Legislative Affairs Committee, the proposed resolution shall be placed on the agenda for the next meeting of the Executive Board or State Executive Committee, as appropriate.

B. Untimely Resolutions

Any proposed resolution not timely submitted under paragraph (A) may only be considered under emergency or extraordinary circumstances and if it is received at least 24 hours before the Executive Board or State Committee meeting. The determination of *emergency or extraordinary circumstances shall be in discretion of the Chairman of the Republican Party of Florida or a two-thirds vote of the Constitution and Rules Committee*. If approved for consideration by the Constitution and Rules Committee, it shall be subject to the same process described in paragraph (A) for Resolutions with Prior Notice.

C. Required Vote for Passage

Passage of any proposed resolution by the Executive Board or State Executive Committee shall require a two-thirds vote of a quorum present.

D. Committee Consideration of Proposed Resolutions

Meetings of the Constitution and Rules Committee and Legislative Affairs Committee at which proposed resolutions are to be considered shall be scheduled to convene after the regularly scheduled meeting of the Caucus of County Chairmen, the Caucus of State Committeemen and State Committeewomen, and the Caucus of Appointees but before the next scheduled meeting of the Executive Board or State Executive Committee.

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. County Chairmen, State Committeemen and State Committeewomen shall attend a minimum of three (3) of any four (4) 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 RPOF.

C. County Chairmen, State Committeemen and State Committeewomen shall attend all county REC meetings and cannot miss three (3) consecutive meetings in a calendar year without a valid excuse. Attendance shall be documented by the REC meeting attendance record to be reported by the REC secretary to the RPOF.

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 Committeewoman 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.

RULE 26 - Republican Party of Florida Whistleblower Policy

A. The Republican Party of Florida shall have and enforce a Whistleblower Policy as set forth in Appendix A to the RPOF Rules of Procedure.

B. The Whistleblower Policy may be amended by the RPOF Executive Board only in accordance with the procedures for amending the RPOF Rules of Procedure.

RULE 27 - Contractual Expenditures

The Chairman, Executive Director, and General Counsel shall each review and approve in advance any proposed contractual expenditures that in the aggregate exceed \$10,000 in a calendar year. Proposed expenditures by Party Senate and House Campaigns are excluded from such review and approval process.

RULE 28 - RPOF Accounting Staff

RPOF accounting staff shall report to the Chairman on day-to-day matters of the Party, but shall be accountable and report to the Executive Board when it is in session.

RULE 29 – At-Large Members of the State Executive Committee

~~At large members of the Republican State Executive Committee are eligible to serve in any Executive Board, Officer, Congressional District Caucus, or committee position within the Republican Party of Florida for which County Chairmen, State Committeemen, or State Committeewomen are eligible, and shall be accorded full voting rights.~~

[Disapproved by vote of RPOF State Executive Committee, January 14, 2017]

RULE 30 - Disclosure of Affiliated Business Interests

No member of the State Executive Committee may enter a contractual relationship with the Republican Party of Florida or any County Republican Executive Committee without first disclosing the nature of the relationship in a memorandum filed with the Chairman of the Audit Committee of the Republican Party of Florida. The disclosure requirements of this Rule apply to any business entity that, in whole or in part, is operated, maintained, or controlled by a member of the State Executive Committee or that employs or provides any other financial benefit to a member of the State Executive Committee.

RULE 31 – Candidate Qualifying for Presidential Preference Primary

A. Purpose of Candidate Qualifying Requirements

The Republican Party of Florida finds it necessary for Republican presidential candidates to make a preliminary showing of substantial support in order to qualify for a place on the presidential preference primary ballot. The provisions of this rule are intended to accomplish the party’s legitimate objectives through reasonable and non-discriminatory restrictions on ballot access.

B. Form of Republican Presidential Candidate Oath

Each Republican presidential candidate, in order to have his or her name submitted to the Secretary of State for placement on the presidential preference primary ballot under section 103.101(2) of the Florida Statutes, shall take or subscribe to an oath or affirmation in writing. A copy of the oath or affirmation shall be made available to the candidate upon request to the Republican Party of Florida and shall be substantially in the following form:

I, _____, am a candidate for the Republican Party’s nomination for the office of President of the United States of America. I hereby request that the Republican Party of Florida include my name on the list of presidential candidates to be placed on Florida’s Republican presidential preference primary ballot.

Signature of Candidate

Signature of Witness

STATE OF FLORIDA
COUNTY OF _____
Sworn to (or affirm) and subscribed before me this _____ day of _____, 20____.

Signature of Notary Public

Personally Known: _____ or

Produced Identification: _____

Type of Identification Produced: _____

C. *Methods of Qualifying for Presidential Preference Primary Ballot*

Each Republican presidential candidate seeking to appear on the presidential preference primary ballot shall:

1. *Sunshine Summit Option*—For any candidate invited to attend the Republican Party of Florida’s Sunshine Summit, qualify through personal appearance at the Sunshine Summit to execute and file the Candidate Oath prescribed by this rule, which shall be witnessed by the Chairman of the Republican Party of Florida or the Chairman’s designee; or

2. *Qualifying Fee Option*—At any time after the conclusion of the Sunshine Summit but not later than 5 p.m. on November 23, qualify by filing with the Republican Party of Florida the Candidate Oath prescribed by this rule and a candidate qualifying fee made payable to the Republican Party of Florida in the amount of \$25,000. Any qualifying fees collected under this Rule will be devoted entirely to grassroots engagement activities in support of the Republican Party’s candidates in the General Election; or

3. *Petition Option*—At any time after the conclusion of the Sunshine Summit but not later than 5 p.m. on November 23, qualify by filing with the Republican Party of Florida the Candidate Oath prescribed by this rule and RPOF Candidate Petitions, collected by volunteers, containing the signatures of 3,375 registered Republican voters including at least 125 registered Republican voters from each of Florida’s 27 Congressional Districts (as enacted by Chapter 2014-255, Laws of Florida). The Republican Party of Florida will: 1) check the signatures on the petitions to verify the signatories’ status as registered Republican voters in the stated Congressional Districts; and 2) determine whether the required number of signatures has been obtained.

No other proxy or alternative qualifying method for the presidential preference primary shall be available. The Republican Party of Florida retains the sole and exclusive authority to adjudicate compliance with all requirements of this party rule.

D. *Submission of List of Presidential Candidates*

By November 30 of the year preceding the presidential preference primary, the Republican Party of Florida shall submit to the Secretary of State a list of its presidential candidates who have qualified for the Republican presidential preference primary ballot in accordance with this rule.

APPENDIX A

REPUBLICAN PARTY OF FLORIDA WHISTLEBLOWER POLICY

The Republican Party of Florida ("RPOF"), consistent with its commitment to maintain the highest standards of ethics, integrity, and compliance with the law has established this Policy governing the handling of Whistleblower claims. This Whistleblower policy applies to all RPOF officers, employees, members of the State Republican Executive Committee ("REC"), and contractors.

It is the policy of RPOF to investigate and appropriately respond to claims, complaints and allegations of RPOF employees, officers, REC members and contractors regarding any failure by RPOF to meet its legal and ethical obligations. A "Whistleblower" is any individual who notifies RPOF management of a claim, complaint or allegation of any failure to meet applicable legal or ethical obligations, such as the types of allegations in the list following below. No adverse action should be taken against an RPOF Whistleblower employee in retaliation for any actions taken by the employee consistent with this Policy in reporting a suspected violation of law or RPOF policy, so long as the Whistleblower employee reasonably believed the information reported to be accurate. The following list of possible subjects of Whistleblower reports is not exhaustive or intended to limit the scope of this Policy.

- Unlawful conduct, practices or activities.
- Violations of any RPOF policy.
- Inappropriate use of RPOF funds or other resources.
- Misappropriation, falsification, alteration or destruction of RPOF records.
- Conduct, practices or activities that are inconsistent with generally accepted accounting principles.

Reporting Responsibilities

RPOF employees, officers, REC members, or contractors suspecting legal or policy violations must report such information to their supervisors, or if it is impractical or inappropriate to notify the supervisor, the information should be reported to the Executive Director, General Counsel or Chairman of the Audit Committee as appropriate. Reports of suspected impropriety should be forwarded by the supervisor or other officer or employee to the General Counsel who shall receive the information and endeavor to keep the information and identity of the source confidential, except in such instances where the General Counsel has a legal, ethical or fiduciary duty to inform others. Any party who has reason to believe that a serious breach of law or policy has occurred, shall retain all documents or other items that may be relevant to an investigation.

Supervisor Responsibilities

Supervisors who become aware of possible violations of law or RPOF policy, shall report such information to the General Counsel, or if impractical or inappropriate, the Executive Director or RPOF Chairman, at the earliest possible time.

Investigations

The General Counsel, or Executive Director as appropriate, is responsible for conducting an investigation of all matters reported pursuant to this Policy. During the course of any such investigation, employees, officers, contractors or REC members should not be suspended, terminated, removed, interrogated, disciplined or otherwise notified of the *pending investigation until the supervisor has been instructed to do so by the General Counsel and the Executive Director.*

Investigations shall include a review of all relevant documents and a diligent effort to interview all individuals believed to have knowledge of the facts and circumstances forming the substance of the allegations. During the course of an investigation, reasonable steps shall be taken to safeguard against unfounded accusations. At the conclusion of the investigation, the General Counsel shall report the findings of the investigation to the RPOF Chairman and Executive Director, and if appropriate, the Chairman of the Audit Committee.

Corrective or Disciplinary Action

Corrective or disciplinary actions shall be determined by the RPOF Chairman in consultation with the General Counsel, Executive Director, and if appropriate, the Executive Board. Appropriate corrective or disciplinary actions shall be determined on a case by case basis as warranted by the circumstances. The RPOF Chairman should consider whether any such violation was *intentional*, the harm caused by the violation, whether the party responsible for the violation has cooperated with the investigation, and whether the party responsible for the violation has voluntarily taken corrective action.