

**RISCH ♦ PISCA, PLLC**

LAW AND POLICY

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June 19, 2014

Mr. Barry Peterson  
1111 Poplar Drive  
Mountain Home, Idaho 83647

Re: Vacancy in Chairmanship

Dear Barry,

I appreciate your invitation to your gathering this evening; regrettably I cannot attend nor participate. I am sure you can understand that I cannot on Monday, issue a legal opinion that you are not the Chairman, and then on Thursday attend a meeting you attempted to call as the Chairman. My attendance alone would serve to undermine my legal opinion and validate your status.

I am aware that you believe you have called together a meeting of the "Standing Rules Committee." That attempted action by you has no legal basis. First, as I said above, you lack the authority to call any meeting. Second, the Idaho Republican Party *has* a standing Rules Committee (a copy of the roster as issued by you when you were Chairman is attached for your review.) Your meeting tonight is not the Standing Rules Committee.

If, for some reason, a new Rules Committee was necessary, then the procedures outlined in Article I Section 15 of the Rules of the Idaho Republican Party need to be followed. This section does not give a Chairman the full discretion to appoint (non-convention) committees. He or she may only do so with "the review of the Executive Committee." No such review was done. This step is a critical check and balance necessary to ensure legitimacy and fair play. As you are aware, an Executive Committee was held last night and you did not even try to get your purported committee reviewed.

Next, assuming for the sake of argument, that your gathering was a lawful Rules Committee, the Rules Committee lacks any authority to resolve this situation. Pursuant to the Party Rules, the Standing Rules Committee can only make recommendations and report to the State Central Committee. (Party Rules Article I, Section 15(A)). I have never heard, in the history of the Party, of a Rules Committee serving to act as a judicial panel declaring legal interpretations. In fact, Article XI of the Party Rules specifically creates a Judicial Committee to be the mechanism for review.

Further analysis of the situation is not necessary. Regardless of my legal opinion, you have the legal opinion of the RNC (also attached) which declared a vacancy in the Chairmanship and stated "The State Chairmanship will be deemed vacant until it is filled in accordance with state Party Rules." State Party Rules do not allow anyone short of the State Central Committee to fill a vacancy in the Chairmanship. Most importantly, last night the Executive Committee reinstated all of the former officers of the Party, with the exception of a Chairman. This

Executive Committee is more than capable of managing all the affairs that might arise between now and a State Central Committee meeting. Pursuant to Party Rules (Article I, Section 7) the First Vice Chairman has the authority to perform all the Chairman's duties in the Chairman's absence.

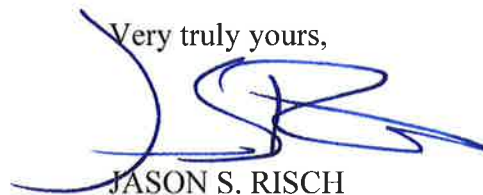
I understand your belief that you are entitled to serve two more years is founded in your interpretation that the motion made at Convention was a motion to re-elect all of the then current officers and adjourn. Such a motion did not happen; it was a motion to suspend the orders of the day to avoid an adjournment. This motion failed, then based upon the agenda that you drafted, the Convention was required to adjourn. If the motion were to re-elect the current officers as a slate, said motion would be illegal as it is clearly against the established Rules of the Convention. These Rules unequivocally enumerate:

1. A direct mandate that "the election of Party officers shall be carried out by secret ballot except in uncontested races." There were at least two contested offices, including one for Chairman. (Article XI, Section 1 – Rules of the Convention).
2. A requirement that individuals be nominated for office by counties or legislative districts. (Article X – Rules of the Convention).
3. A condition that the election of officers proceed in a specific order (Article II, Section 2(h) – Rules of the Convention). This is of specific importance because if an individual runs for higher office and fails, he or she then has the right and the opportunity to run for another lower office.
4. A specific order of business mandating the disposition of credentials, rules, platforms then resolutions before election of officers. (Article II – Rules of the Convention).

I understand this circumstance is troubling for you but I provided my previous legal opinion (also attached) based on the facts and without regard to any personality, individual or political leaning. I sincerely believe moving forward is in the best interest of unifying the Party, your continued efforts to retain the office of Chairman are not only contrary to that goal; they are completely unnecessary as I pointed out above. If it is your desire to once again become the Chairman of the Idaho Republican Party, there is absolutely nothing to stop you from running for that position at the upcoming State Central Committee Meeting.

If I may be of further assistance please do not hesitate to contact me.

Very truly yours,



JASON S. RISCH

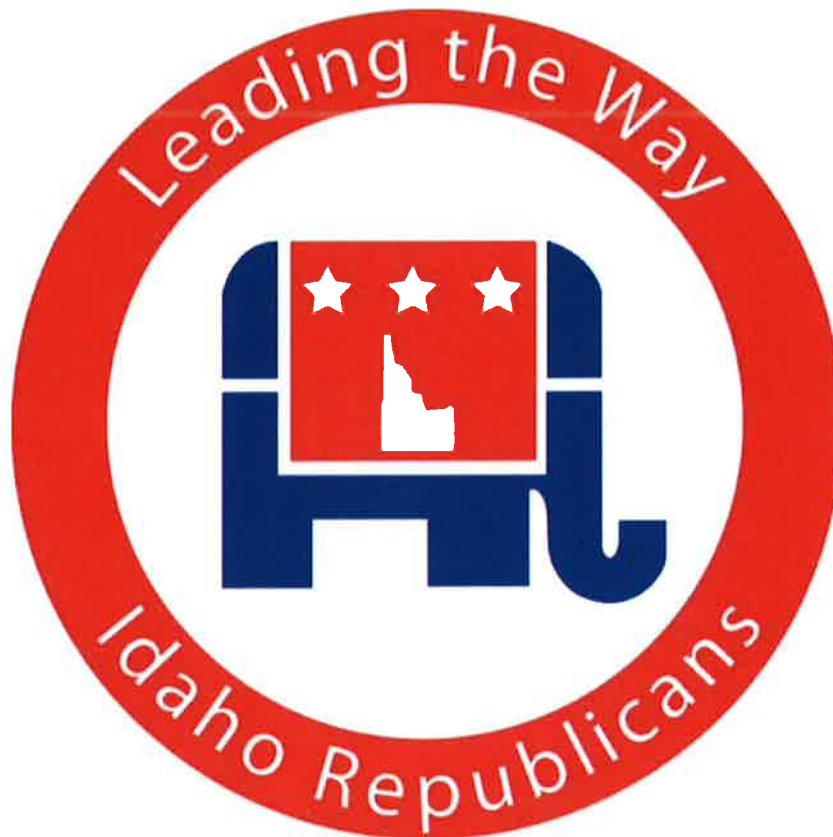
JSR/mm  
Cc: Client: Idaho Republican Party  
Enclosures

# Idaho Republican State Central Committee

## Proposed Rule Changes

Summer State Central Committee Meeting

January 3-4, 2014



### 2014 Standing Rules Committee Members

**Idaho Republican Party Chairman:** Barry Peterson

**Rules Chair:** Ron Nate

**Vice Chair:** Viki Purdy

**Secretary:** Julie Yamamoto

**Region 1:** Neil Oliver  
James McMillan

**Region 2:** Clinton Daniel  
Jon Menough

**Region 3:** Howard Rynearson  
John Duvall

**Region 4:** Ryan Davidson  
Tom LeClaire

**Region 5:** Del Kohtz  
Grant Loeb

**Region 6:** Mike Duff  
Rodger Sorensen

**Region 7:** Rowdy Davis  
Carma Sutherland

**From:** Peter Graves - Political  
**To:** Damond Watkins - National Committeeman; Cindy Siddoway; Jason Risch  
**Cc:** Trevor Thorpe; Matt Pinnell - Political  
**Subject:** FW: Vacancy in Idaho's RNC delegation  
**Date:** Tuesday, June 17, 2014 8:47:16 PM

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Damond, Cindy and Jason. I wanted to make sure you saw this email from RNC's general counsel, concerning the chairman position, particularly as it pertains to RNC membership. Happy to coordinate a call with counsel, or answer any questions.

Peter

**From:** John Phillippe - Legal  
**Sent:** Tuesday, June 17, 2014 12:52 PM  
**To:** Reince Priebus  
**Cc:** Tory Maguire - Member Services; Peter Graves - Political; John Ryder - National Committeeman; Mike Shields - Chairman's Office; Matt Pinnell - Political  
**Subject:** Vacancy in Idaho's RNC delegation

Chairman Priebus,

As you are aware, the Idaho Republican State Convention did not hold elections for the Idaho Republican Party officers this past weekend, despite a requirement in the Rules of the Idaho Republican Party that it do so. In particular, there was no election for Chairman of the Republican State Central Committee, which is of direct pertinence to the RNC because each Republican state party chairman is a member of the RNC under Rule No. 3(b) of *The Rules of the Republican Party*.

It is my responsibility to advise you that in my opinion there is a vacancy in Idaho's RNC delegation because the state party chairman position is vacant. Having reviewed relevant documents, in addition to the well-reasoned opinion of counsel Jason Risch, I am of the opinion that the chairman's term ended at the state convention, there is currently a vacancy, and the State Central Committee has the authority to fill the vacancy. If the vacancy is not filled prior to the RNC Summer Meeting, there will be only two members from Idaho eligible to take part in that meeting. You may wish to inform Cindy Siddoway, Damond Watkins and particularly Barry Peterson that for RNC purposes, the state chairmanship will be deemed vacant until it is filled in accordance with state party rules. Please let me know if you would like to discuss this further.

**John R. Phillippe Jr.**  
Chief Counsel  
Republican National Committee  
310 First Street, S.E.  
Washington, D.C. 20003  
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JASON S. RISCH  
ATTORNEY AT LAW

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June 16, 2014

Idaho Republican Party Executive Committee  
Trevor Thorpe, Executive Director  
PO Box 2267  
Boise, Idaho 83701-2267

Re: Vacancy in Idaho Republican Party Offices

Dear Executive Committee and Mr. Thorpe,

Pursuant to my recent conversations with various staff and members of the Idaho Republican Party Executive Committee, I have conducted the following legal analysis.

Article I, Section 5 of the Rules of the Idaho Republican Party enumerate the powers, duties, term and election process applicable to the Chairman of the Idaho Republican State Central Committee (hereinafter "Idaho Republican Party"). This Section states in its entirety:

The Chairman of the Republican State Central Committee shall have general administrative supervision over the organization and affairs of the Idaho Republican Party, shall preside at all meetings, and shall perform all other duties as are incident to his office, subject in all cases, however, to the direction of the Republican State Central Committee. **The Chairman of the Republican State Central Committee shall be elected by the Delegates to the State Republican Convention convening regularly every two years.** (Emphasis added).

This rule states that a Chairman shall be elected at the Republican State Convention every two years. The fact that the Republican Convention was held and no officers were elected does not appear to be in dispute.

We must then turn to the question of what happens at this juncture and specifically if the Chairman and the four other officers, which should have been elected at the convention, automatically retain their offices.

I have reviewed the Idaho Republican Party State Rules and Idaho State Code and cannot find any authority supporting an automatic extension. These extensions are typically provided for in Bylaws using language which states "The Chairman shall serve for two years or until his successor is elected."

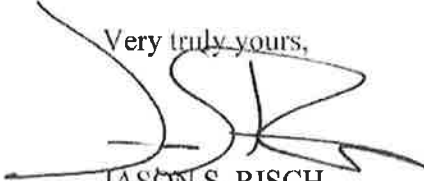
Finding no authority in the Party Rules or Idaho State Code, I then turned to Robert's Rules of Order, Newly Revised, 11<sup>th</sup> Edition, and again found no provision for an automatic

Idaho Republican Party Executive Committee  
June 16, 2014  
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continuation of office. I consulted with Jesse Binnall, whom you may know is a Certified Professional Parliamentarian and an attorney licensed to practice in Idaho. You also may recall that the Idaho Republican Party has contracted with Mr. Binnall on previous occasions and in fact retained him to serve as Convention Parliamentarian in 2010. Mr. Binnall confirmed my interpretations. A copy of his analysis is attached for your review.

Therefore, after considerable research and based upon the applicable facts, it is my legal opinion that there is no provision for automatically extending the terms of the officers of the Idaho Republican Party, and given the rule that the Chairman "shall be elected" at the State Republican Convention – the Office of Chairman of the Idaho Republican Party is vacant, as are the positions of First Vice Chairman, Second Vice Chairman, Secretary and Treasurer.

The Rules provide that the State Central Committee has the authority to fill vacancies occurring in these offices. If you need help with a legal analysis on how to accomplish that, please let me know.

Very truly yours,  
  
JASON S. RISCH

JSR/mm  
Enclosure