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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, 11th Edition, and again found no provision for an automatic

Idaho Republican Party Executive Committee

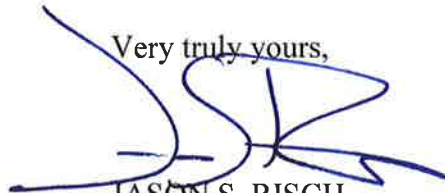
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continuation of office. I consulted with Jesse Binnall, whom you may know is a Certified Professional Parliamentarian and an attorney licensed to practice in Idaho. You also may recall that the Idaho Republican Party has contracted with Mr. Binnall 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

Jason Risch

From: Jesse Binnall <jesse.binnall@gmail.com>
Sent: Monday, June 16, 2014 3:23 PM
To: Jason Risch
Subject: Idaho GOP Convention - Parliamentary Opinion

Mr. Risch,

Thank you for asking my opinion as a Certified Professional Parliamentarian as to the officer status of the Idaho Republican Party. It is my understanding that the Idaho Republican Party convention adjourned without electing officers. I have reviewed the Rules of the Republican Party of Idaho and the Party's parliamentary authority, Robert's Rules of Order Newly Revised (11th Ed.). Accordingly, it is my opinion that the terms of the prior officers expired at the convention and, in the absence of elections to select replacements, those offices are now vacant. The party should proceed to fill those vacancies pursuant to the Idaho Republican Party Rules. If you have any further questions, please do not hesitate to call or email me.

Best,

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Jesse R. Binnall
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