

I. AUTHORITY TO CALL THE ELECTION MEETING

Under the RPOF Rules of Procedure, when a County Chairman is removed, the Vice-Chairman automatically becomes the acting chairman and must call the election to fill the vacancy.

“If the County Chairman... is removed... the office of county chairman shall devolve to the next person in succession... 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.”

This confirms that the acting chair, Dave Fosdick, must call the election.

II. MEETING PROPERLY CALLED BY ACTING CHAIR

The County Model Constitution Art. VIII requires all members to receive written notice: “all required notices may be provided by e-mail.”

The first email notice sent on November 2nd (see image below) was to all members at the time, since the board had not reinstated members yet, and therefore the notice meets the requirements of the county model constitution. This means the acting chair fulfilled his duty to call a meeting.

Calling and noticing meetings are not the same. The call is the formal *action* authorizing the meeting. The notice is the *delivery* of that call to the members.

The State Committeewoman was authorized by the RPOF to send the updated meeting notice on November 13th (see image below). This action was legitimate because:

- The original call for a special election was properly issued (acting chair fulfilled the requirement).
- The state officials authorized her to issue a call that was already validly made.
- RPOF has overriding authority under Article XII of the County Model Constitution: “Final authority... shall vest in the Republican State Executive Committee.”

This grants RPOF the authority to cure a defective notice distribution.

III. ELECTION MEETING NOT PROPERLY CANCELLED

The acting chair did not have the authority to cancel the November 24 election meeting once notice of that meeting had been validly issued and subsequently cured by the Republican Party of Florida (RPOF). The cancellation was therefore null and void, and the meeting remained duly noticed and authorized to proceed.

Unless specified in the bylaws, the chair does not have the power to unilaterally cancel a properly called meeting. Our bylaws give no such authority. A meeting may only be cancelled by the assembly itself. The improper cancellation notice that was sent failed to reach the requirement under RONR of going “to all members in the same manner as the original notice.”

Further, under Article XII of the RPOF County Model Constitution, “final authority” over county party matters rests with the Republican State Executive Committee. RPOF’s authorization directing the State Committeewoman to cure the notice defect superseded any contrary action by the acting chair. Once RPOF intervened, the acting chair no longer retained procedural control over the meeting notice.

Because the acting chair’s attempted cancellation was neither authorized by RONR nor supported by the RPOF governing documents, and was not provided to all members, it had no effect on the validity of the meeting.

IV. “ROSTER-APPROVAL” MEETING INVALID

The notice for the “new” meeting to approve a roster violates Article III membership provisions of the County Model Constitution, which specifies who counts as full voting members. The RPOF Constitution clearly states that they are a “competent tribunal” for removal and reinstatement decisions.

Neither RONR nor RPOF documents give the chair authority to unilaterally strike members from the roll.

Again, notice was not sent to all members, violating Art. VIII. In addition it falsely told members they would not be allowed to vote. Thus, the November 24th “roster-approval” meeting cannot conduct business. Under RONR if proper notice was not sent to every member, actions taken at the meeting are null and void.

Because this meeting is invalid, all communications and notices surrounding it are also invalid. Statements that “no other business may be transacted” do not apply when they are part of improper/illegal communication or notices.

V. THE STATUS OF MEMBERS REINSTATED BY BOARD

BREC member removals that took place during 2025 were found to be in violation of the rules. This was cited in Rick Lacey, the former chair's, removal notice from the RPOF.

The RPOF Executive Board has explicit authority under the Constitution Article VI subsection 3: “The Executive Board... is fully empowered... as a competent tribunal... including removal... or expulsion... or declaring void his or her election or appointment.”

The BREC executive board voted 3-2 to reinstate members as one of several motions to correct the violations previously committed by Rick Lacey. The acting chair and secretary disagreed with the board action and submitted a grievance which was rejected. When the RPOF informed the acting chair that the grievance committee would take no state action it validated the board's standing action. Further, the state committeewoman recorded the roster with the RPOF and the SOE, complying with RPOF rules which state:

“After the organizational meeting required under Article IV of this Model Constitution, the list maintained by the State Executive Committee, as supplemented monthly, shall constitute the official County Executive Committee membership roster.” (*County Model Constitution Article III Section 5*)

The members WERE reinstated. The RPOF told the acting chair to resolve it at the local level, but they did not tell him he had authority to override the board. The RPOF instructed members of the board no less than four times to reinstate the members and notified the acting chair that a two-thirds vote would be required to remove members.

Under our rules the acting chair must enforce the board decisions, he cannot override or refuse to implement adopted motions, and his rulings must conform to rules and decisions already adopted. Under RONR a ruling by the chair must be in accordance with applicable rules, and a ruling in conflict with the rules is not valid. This is because the presiding officer has the duty to enforce the rules and orders of the assembly. The chair cannot suspend a rule or ignore one.

The acting chair's refusal to recognize the reinstated members has no legal standing and is itself a violation of RPOF authority. The chair must enforce the rules and orders of the organization and of superior bodies.

The only way to resolve this at the local level is to invoke Article 3 of the County Model Constitution and vote to remove the reinstated members. This is not what the acting chair attempted to do, instead he violated members voting rights by telling them they could not vote.

VI. THE ELECTION MEETING MAY PROCEED

The original notice was valid and never properly cancelled.

- The acting chair issued the call (valid action).
- RPOF authorized SCW/SCM to transmit the notice.
- Distribution was proper.
- Cancellation was defective under Article VIII notice rules AND under RONR.

Therefore, the meeting was still legitimately called. The acting chair and secretary refused to preside at a properly called meeting. Under RONR, if the presiding officer is absent or refuses to call the meeting to order, the next ranking officer shall preside and the assembly may elect a chair pro tem.

Since the acting chair and secretary refused, the treasurer as the next ranking officer may:

- Call the meeting to order;
or
- Facilitate the election of a chair pro tem at the start.

VII. QUORUM

Under RONR, a quorum is required for any official action, including the election of officers. Governing documents provide an exception and overrule RONR. If the organization's bylaws, constitution, or other official governing document explicitly says that a quorum is not required to elect a chair, then that rule overrides the default according to RONR. RPOF documentation states clearly that "Quorum is not required for election of chairman and vice-chairman."

The RPOF sample election procedure document confirming that quorum was not required was adopted by the board on November 4th for this election meeting. At the beginning of the election meeting, the rules were once again adopted by the body.

The acting chair was responsible for declaring quorum, the assembly does not vote on quorum and members do not declare quorum. Only the presiding officer does.

RONR 40:11: "Before the presiding officer calls a meeting to order, it is his duty to determine that a quorum is present...If the chair has reason to doubt the presence of a quorum, he must verify its presence."

RONR 40:12: "Any member noticing the apparent absence of a quorum can make a point of order to that effect. Debate on a question already pending can be allowed to continue...until a member raises the point."

Robert's Rules of Order is explicit that quorum is based solely on the number of members present in the room, NOT on how many choose to participate, vote, speak, or recognize the meeting.

RONR 40:1: "A quorum in an assembly is the number of members who must be present in order that business can be validly transacted. The quorum refers to the number of members present, not to the number actually voting on a particular question."

VIII. ELECTION OF STATE COMMITTEEMAN

The November 24 duly-called election meeting was properly called for "elections" (plural), not solely for Chairman. The RPOF County Model Constitution allows vacancies to be filled at any regular or special meeting if proper notice of the meeting was given.

The meeting notice explicitly included "will meet to elect a new chair and potentially other positions," as well as a section about additional elections which clarified, "A vacancy is only created in the event that a board member resigns or is elected into a new position." Given the State Committeeman is a board member, this more than satisfies the due-notice requirement.

The RPOF County Model Constitution provides that committee vacancies are filled: "by a majority vote of those present at a regular or special meeting of the County Executive Committee at which due notice of the meeting has been given to all members and at which a quorum is present."

This rule applies to all County Executive Committee vacancies, including State Committeeman, because the State Committeeman is explicitly listed as part of the County Executive Committee membership: “the state committeeman and state committeewoman shall be voting members at large of the County Executive Committee”

Thus, a vacancy in this position is a vacancy “in the County Executive Committee,” and the vacancy-filling rule applies. Under RONR §2 and County Model Constitution Art. XII, where local bylaws are silent, state-level rules govern.

The RPOF Constitution delegates vacancy filling for State Committee Members to the County Executive Committee: “Vacancies in membership of the State Committee shall, where possible, be filled by the County Executive Committee of the county wherein the vacancy occurred in the manner as provided... by Party rule.”

This means the County Executive Committee (BREC) fills the vacancy. It must follow the County Model Constitution. And the County Model Constitution explicitly allows this at a properly noticed regular or special meeting.

IX. EMERGENCY RESOLUTIONS

RPOF Rules as well as RONR permit emergency or “without notice” resolutions. Under RONR, resolutions may be introduced without prior notice when the meeting is properly called, the business is within the body’s authority, and the assembly agrees that the matter is urgent.

RONR provides that by unanimous consent, the assembly may take up business not included in the call. RPOF and BREC rules do NOT prohibit emergency resolutions. This means:

- If the body itself wants to take up the resolution, it can.
- A properly noticed meeting always has sovereign power over its agenda unless limited by higher rules.
- Recognizing unenforceable bylaw sections is not a bylaw amendment, it is an interpretation/acknowledgment, so it does not require notice.
- The resolution does not amend bylaws, it simply recognizes as unenforceable sections due to conflict with superior RPOF rules.

This is permitted because no bylaw or local rule in conflict with the rules of a superior body is valid. RONR gives the assembly authority to interpret its own rules without notice. Thus, introducing a resolution to recognize unenforceability is allowed as emergency business.

X. STANDING COMMITTEES

The Brevard Republican Executive Committee may lawfully establish additional standing committees beyond those explicitly listed in the 2017 BREC Bylaws. This authority arises from:

1. the supremacy of RPOF governing documents,
2. the explicit requirements of the RPOF County Model Constitution, and
3. the default rules of parliamentary law under Robert's Rules of Order.

The RPOF County Model Constitution is a superior governing document and supersedes any conflicting provisions of county bylaws (Art. XII). County Model Constitution, Article IV §2 states:

"The County Chairman shall appoint, with the approval of the Executive Committee, such standing subcommittees as may be required to perform the functions assigned to the Chairman and the Committee."

This language:

- Is mandatory ("shall")
- Imposes an affirmative duty to create committees as required
- Does not limit the number or names of such committees
- Requires Executive Committee approval, not a bylaw amendment

The Seventh Bylaw (2017) lists three committees:

1. Membership
2. Finance
3. Audit

However, it does not say:

- "Only these committees may exist," or
- "These are the exclusive standing committees," or
- "No additional standing committees may be created."

Because the bylaws do not expressly forbid additional standing committees, and superior documents require the chairman to create them as needed, the bylaws cannot be interpreted as limiting committee structure.

The rules require the approval of the committee, meaning which committees we have, as well as who chairs them. Once appointed by the chair and approved by the committee the remaining administration of the committee, so long as it does not violate rules, falls to the committee chair.

XI. ADDITIONAL BUSINESS

Although the meeting was convened for a specific purpose, the chair called it as an “organizational meeting” which by definition is a regular meeting of the assembly. The “special election” does not make the meeting itself a special meeting and it was never noticed as such. During any regular meeting the assembly may take up additional business it wishes. RONR authorizes the assembly to expand the scope of a meeting beyond the notice by unanimous agreement of those present.

Importantly, Robert’s Rules does not require unanimous consent for each item individually. A single unanimous-consent vote may broaden the meeting to include all additional business the assembly wishes to consider.

XII. RESPONSIBILITY

Throughout the process, several procedural defects were identified regarding the acting chair’s handling of the meeting call and notice. Multiple members of the board pointed them out in various ways to the acting chair and called for remedy.

Under Robert’s Rules of Order and the governing documents of the Republican Party of Florida, when required procedural steps are not fulfilled by the presiding officer, the assembly retains the authority to proceed in a manner that ensures compliance with the rules.

The ability of the Brevard Republican Executive Committee to conduct the election arose directly from the procedural framework established by RONR, the RPOF Rules of Procedure, and the County Model Constitution, which provide mechanisms for the assembly to continue its business when the presiding officer does not carry out the required duties.

If the acting chair had followed all required rules and procedures the election would not have been possible at the given date and time.