

## **PART II: RESOLUTION FOR PARTY GOVERNANCE**

WHEREAS, Georgia Election Code 21-2-111(a) requires that THE GEORGIA REPUBLICAN PARTY, a qualified political party, establish and maintain a governing body, the State Committee, to exercise state-wide jurisdiction and control over party affairs, and

WHEREAS, members of THE PARTY under GA Election Code 21-2-111(a) recently discovered that the past ten years of statutory records for THE GEORGIA REPUBLICAN PARTY are “missing” from the Office of the GA Secretary of State and Georgia Archives, by open records inquiry, and

WHEREAS, The Georgia Republican Party, Inc. (“The Corporation”) claimed control over THE GEORGIA REPUBLICAN PARTY (“THE PARTY”) upon corporate certification by then Secretary of State Brian P. Kemp on February 7, 2014, and

WHEREAS, Secretary Kemp allowed the formation of this like-named corporate entity to THE PARTY and began accepting its filings under GA Corporate Code instead of the GA Election Code, directly contrary to GA Election Code 21-2-110(c), and

WHEREAS, the Articles of The Corporation illuminate a deviation from GA Election Code indicating that “The corporation will not have members,” and

WHEREAS, The Corporation does not connect to **THE ONE AND ONLY GEORGIA REPUBLICAN PARTY** with members under GA Election Code in corporate documents, except for improperly taking the name of THE PARTY, and

WHEREAS, the legitimate State Committee governing body was misguided by corporate users to adopt an amendment to *The Rules of the Georgia Republican Party* (“*The Rules*”), in March 2015, to add the letters “INC.,” and

WHEREAS, by adding “INC.” to *The Rules*, this thereby completed the takeover of the ownership of *The Rules* of THE PARTY, along with apparently all of its assets, and

WHEREAS, the illegitimacy and documented illegalities of the corporate takeover voids the existence of any corporate officers and members whatsoever, and

WHEREAS, in 2014-2015, The Corporation and its users took control of all Party operations, bank accounts, and donor campaigns, and

WHEREAS, The Corporation without members began reporting to the Federal Elections Commission (“FEC”) in May 2015 as “a State Committee of the Republican Party,” yet the Democratic Party of Georgia retains its member committee status with the FEC, and

WHEREAS, The Corporation has continued to operate as THE PARTY under two more Chairmen, through present day, collecting donations into non-member corporate bank accounts, and leveraging corporate powers with real harm against some members, and

WHEREAS, members of THE PARTY have recently outed The Corporation for operating under a single director with no legitimate bylaws, indicating more authoritarian controls, and

WHEREAS, the members and officers of the State Committee have been functioning for The Corporation with no legal standing for nearly a decade, and

WHEREAS, the at-large elected members of the State Committee continue to bear the responsibility for each representing over 16,000 Republican electors, with funding locked up in The Corporation without members, and

WHEREAS, for the past decade, The Party has barely achieved 30% participation of its earned county delegate allocation, allowing THE PARTY to grow weaker and more centralized, and

WHEREAS, the State, District, and County Chairmen have marked degrees of GA Election Code noncompliance within their Rules, amended largely without inspection by any legal or parliamentary professionals, and

WHEREAS this noncompliant structure at all party levels makes it impossible for elected officers to act with proper fiduciary responsibility and is yet another plan to forfeit political strength in the 2024 election cycle.

BE IT RESOLVED, that the State Executive Committee confirm that a proper and lawful 30-day post State Convention amendment to THE PARTY registration statement under GA Code

21-2-110(a), (c), & (d) has been filed with the Office of the Georgia Secretary of State to bring us in compliance with Georgia Election Law, and

BE IT RESOLVED, that the State Executive Committee order an immediate cease to Georgia Republican Party, Inc. corporate bank account deposits, and, within 5 business days, open an account to receive all contributions and funding as the entitled member-based GEORGIA REPUBLICAN PARTY under GA Code 21-2-111(a), and

BE IT RESOLVED, that the State Executive Committee direct that the members of the Resolution Subcommittee, appointed by Chairman McKoon, be disclosed to all members of the State Committee by notice and within the minutes required ten days after the adjournment of this meeting per State Rule 4.1F, and

BE IT RESOLVED, the State Executive Committee direct the disclosure of the members of the Permanent Rules Committee, Parliamentarian, Legal Counsel, any other standing or subcommittees, and a complete member contact list to State Committee members and “State Executive Committee” members with the ten-day remittance of minutes, and

BE IT RESOLVED, that the State Executive Committee ensure the immediate dissemination of the minutes of the June 8, 2023 State Committee Meeting, which were due on June 18, 2023 to both committees, and

BE IT RESOLVED, that the State Executive Committee direct the Chairman to call regular monthly meetings of the State Committee so that its members may perform with critically needed fiduciary responsibility as the lawful governing body under GA Code 21-2-111, and

BE IT RESOLVED, that the State Executive Committee enable the State Committee to exercise full responsibility for the essential governing duties for the current 2024 election cycle, including, but not limited to, immediate distribution of data statewide, creating and inspecting a checklist for GA Election Code and State Rules compliance, ceasing permissive conflicts of interest with public and party official positions, forming of special committees for election accountability, and releasing updates to party members statewide, under State Rule 1.1, by approval of the State Committee, and

BE IT RESOLVED, that the State Executive Committee enable the State Committee to develop a comprehensive plan to exponentially multiply the number of elected, trained precinct committeemen and officers statewide in approximately 2,700 politically-mapped precincts, and

BE IT RESOLVED, that lack of decisiveness at this time gives confirmation to the illegal like-named corporate political “party” certified by then Secretary of State Brian P. Kemp in 2014, and propagates possible benefits for external, similarly-named party initiatives, such as the “Republican Coalitions” arising statewide.

*Respectfully submitted by Susan P. Opraseuth, in statewide collaboration with members of the party since April 2021.*

*Susan P. Opraseuth  
Fulton County Precinct Chair  
State Committee Member*

Susan P. Opraseuth  
State Committee Member  
Fulton County, GA

July 8, 2023

Georgia Republican Party  
Officers and Committeemen

Dear Fellow State Committeemen,

I submitted the following “Resolution for Party Governance” (Part I) to State Secretary Welsh on April 28th, for consideration and submission to the State Delegation. Chairman Shafer removed this resolution from party consideration and replaced it with his own resolution without enumerating the specifics of the original findings.

His resolution to the State Committee on June 8, 2023 was adopted on the premises of my collaborative work. His resolution acknowledged that we had properly identified a problem which a subcommittee, appointed by the next Chairman, would address further. He also stated that remedy to the troubled corporate structure could not be implemented until the conclusion of pending litigation. Since our years of background research and supporting documentation was not presented or referenced, I thought I would submit some of it here to prevent the new Resolution Subcommittee from having to duplicate portions of our work.

Support for our Part I and Part II Resolutions for Party Governance is a means to bring restoration to the party and respect for our lawful Republican Party membership base. After several organizationally weak election cycles, we need to assert our status as political party committees at the state, district, county, and precinct levels. Also, any improper reporting to the

Georgia Government Ethics and Campaign Finance Commission must be corrected, in addition to FEC filings or put us at risk.

For reference and at this time, the Georgia Democratic Committee, reporting to the FEC as the “Georgia Federal Elections Committee” appears to be compliant with GA Election Code at state and county levels. Its political party committees have members.

Respectfully submitted for your consideration,

Susan P. Opraseuth

**PART I: RESOLUTION FOR PARTY GOVERNANCE**

**Submitted April 28, 2023**

WHEREAS, the Georgia Election Code requires that THE GEORGIA REPUBLICAN PARTY, a qualified political party, establish and maintain a governing body to exercise state-wide jurisdiction and control over party affairs,

WHEREAS, the State Convention Delegation is the ruling body when convening,

WHEREAS, The Georgia Republican Party, Inc. claimed control over THE GEORGIA REPUBLICAN PARTY by incorporating with like name on February 7, 2014 and placed its name on the Rules of THE GEORGIA REPUBLICAN PARTY,

WHEREAS, The Georgia Republican Party, Inc., per its Articles of Incorporation required a set of Bylaws,

WHEREAS, The Georgia Republican Party, Inc. has not disclosed its Bylaws or the identity of its board of directors to the members of THE GEORGIA REPUBLICAN PARTY,

WHEREAS, “Rules of the Georgia Republican Party, Inc.” is printed on the Rules title page, and the “RULES OF THE GEORGIA REPUBLICAN PARTY” is the page 1 header,

WHEREAS, the Articles of this Georgia Republican Party, Inc. illuminate a major change, indicating that “The corporation will not have members,”

WHEREAS, current State “Rules” cite “member” 100 times, and Election Law regarding established political parties states that “membership of such committees shall be selected.” (O.C.G.A. 21-2-111(a)).

BE IT RESOLVED, THE GEORGIA REPUBLICAN PARTY STATE DELEGATION shall direct the Georgia Republican Party, Inc., to comply with Georgia Election Code,

BE IT RESOLVED, the STATE DELEGATION lawfully reclaim the “Rules” for Georgia Republicans to affirm the one perpetual State Committee as the governing body at all times.

**WHEREAS, the Georgia Election Code requires that THE GEORGIA REPUBLICAN PARTY, a qualified political party, establish and maintain a governing body to exercise state-wide jurisdiction and control over party affairs,**

21-2-111. Establishment of state and county executive committees; membership and officers; duties; applicability of chapter to persons seeking party office in a primary.

**(a) Each political party shall establish and maintain a state executive committee exercising state-wide jurisdiction and control over party affairs** and a county executive committee in each county in which

it holds a primary, exercising county-wide jurisdiction and control over party affairs. A party may establish and maintain such other committees as it may from time to time deem advisable. The membership of such committees shall be selected in the manner determined by the state executive committee. Each committee shall be presided over by a chairperson and shall have a secretary and such other officers as deemed advisable, and a list of all such committees shall be filed with the appropriate election official for the state or county. The state executive committee shall have the same power over municipal party executive committees as it has over county party executive committees.

**(b) The state executive committee of each political party shall formulate, adopt, and promulgate rules and regulations, consistent with law,** governing the conduct of conventions and

other party affairs. No such rule and regulation shall be effective until copies thereof, certified by the chairperson, have been filed with the Secretary of State.

**(c)** The respective county executive committees of each political party shall formulate, adopt, and promulgate rules and regulations, consistent with law and the rules and regulations of the state executive committee, governing the conduct of conventions and other party affairs. No such rule and regulation shall be effective until copies thereof, certified by the chairperson, have been filed with the superintendent of the county.



**WHEREAS, the State Convention Delegation is the ruling body when convening,**

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## **2. STATE COMMITTEE**

### **2.1 STATE COMMITTEE**

3 While in session, the State Committee shall be the governing body (except while the State  
4 Convention of the GRP is in session) of the GRP, which is a political organization and political  
5 party. While in session, the State Committee shall be vested with all the duties, power, and  
6 privileges possessed by the State Convention and the State Executive Committee. The State  
7 Committee, while in session, shall act for the GRP.

**WHEREAS, The Georgia Republican Party, Inc. claimed control over THE GEORGIA REPUBLICAN PARTY by incorporating with like name on**

**February 7, 2014 and placed its name on the Rules of THE GEORGIA  
REPUBLICAN PARTY,**

Control No.: 14013271

## **STATE OF GEORGIA**

**Secretary of State**  
Corporations Division  
313 West Tower  
#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

### **CERTIFICATE OF INCORPORATION**

I, **Brian P. Kemp**, The Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

**Georgia Republican Party, Inc.**  
a Domestic Non-Profit Corporation

is hereby issued a CERTIFICATE OF INCORPORATION under the laws of the State of Georgia on **February 07, 2014** by the filing of all documents in the Office of the Secretary of State and by the paying of all fees as provided by Title 14 of the Official Code of Georgia Annotated.

**WITNESS** my hand and official seal in the City of Atlanta and the State of Georgia on February 10, 2014



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp  
Secretary of State

Tracking #: rJmn6d6M

# RULES OF THE GEORGIA REPUBLICAN PARTY, INC.

I hereby certify that the attached is a true and correct copy of the Rules of the Georgia Republican Party, Inc. as adopted on June 17, 2020.

-----  
David Shafer, Chairman  
Georgia Republican Party, Inc.

13 **History**

14 Amended and adopted on June 17, 2020

15 Amended and adopted on September 21, 2019.

16 Amended and adopted on May 16, 2019.

17 Amended and adopted on August 18, 2018.

18 Adopted on June 3, 2017.

19 Amended and adopted on [March 28, 2015](#).

20 Amended and adopted on May 18, 2013.

21 On September 24, 2011, the State Committee adopted a temporary substitute to Rule 7.3 B for



# FEDERAL ELECTION COMMISSION

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## FEC FORM 1

### STATEMENT OF ORGANIZATION

#### FILING FEC-1010078

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##### 1. Georgia Republican Party

P. O. Box 550008  
Atlanta, GA 303552508  
Email: karen@gagop.org

##### 2. Date: 05/18/2015

3. FEC Committee ID #: C00150672 This committee is a State committee of the Republican Party Party.

##### Affiliated Committees/Organizations

NONE

\* \_\_\_\_\_

##### Custodian of Records:

Karen Hentschel  
3095 Balearic Drive  
Marietta, GA 300675403  
Title: Custodian of Records  
Phone # (770) 818-0527

##### Treasurer:

R. Mansell McCord  
2970 Clairmont Road NE  
Suite 130  
Brookhaven, Georgia 303291634  
Title: Treasurer  
Phone # (404) 892-3340

##### Designated Agent(s):

##### Banks or Depositories

BB&T  
1355 Peachtree Street  
Suite 100  
Atlanta, Georgia 30309

BB&T  
1909 K Street NW

Washington, DC 20006

**Signed: R. Mansell McCord**

**Date Signed: 06/10/2015**

# **FEC FORM 1**

## **STATEMENT OF ORGANIZATION**

**FILING FEC-1021534**

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**1. Georgia Republican Party, Inc.**

P. O. Box 550008  
Atlanta, GA 303552508  
Email: karen@gagop.org

**2. Date: 08/04/2015**

3. FEC Committee ID #: C00150672 **This committee is a State committee of the Republican Party Party.**

**Affiliated Committees/Organizations**

NONE

, \_\_\_\_\_

**Custodian of Records:**

Karen Hentschel  
3095 Balearic Drive  
Marietta, GA 300675403  
Title: Custodian of Records  
Phone # (770) 818-0527

**Treasurer:**

R. Mansell McCord  
2970 Clairmont Road NE  
Suite 130  
Brookhaven, Georgia 303291634  
Title: Treasurer  
Phone # (404) 892-3340

**Designated Agent(s):**

**Banks or Depositories**

BB&T  
1355 Peachtree Street  
Suite 100  
Atlanta, Georgia 30309

**Signed: R. Mansell McCord**

**Date Signed: 08/14/2015**

**FEC  
FORM 1**

**STATEMENT OF  
ORGANIZATION**

Office Use Only

1. NAME OF COMMITTEE (in full)  (Check if name is changed) Example: If typing, type over the lines.

12FE4M5

Georgia Republican Party Inc.

ADDRESS (number and street)

PO Box 550008

(Check if address is changed)

Atlanta

CITY ▲

GA

STATE ▲

30355-2508

ZIP CODE ▲

COMMITTEE'S E-MAIL ADDRESS

(Check if address is changed)

karen@gagop.org

Optional Second E-Mail Address

**FEC  
FORM 1**

**STATEMENT OF  
ORGANIZATION**

Office Use Only

1. NAME OF COMMITTEE (in full)  (Check if name is changed) Example: If typing, type over the lines.

12FE4M5

Georgia Federal Elections Committee

ADDRESS (number and street)

PO Box 89202

(Check if address is changed)

Atlanta

CITY ▲

GA

STATE ▲

30312

ZIP CODE ▲

COMMITTEE'S E-MAIL ADDRESS

(Check if address is changed)

pwhough@politicalcfos.com

Optional Second E-Mail Address

COMMITTEE'S WEB PAGE ADDRESS (URL)

(Check if address is changed)

www.georgiademocrat.org



Political Committee

## Georgia Republican Party, Inc.

Type Non-candidate Committee (RO) - Political Party	Status Active	Date Registered 04/28/2022
Treasurer Joseph C. Brannan	Chairperson David J. Shafer	Date of Last Filing 03/06/2023

**SUMMARY**    CONTRIBUTIONS    EXPENDITURES    FILINGS    FINES

Combined Financial Totals

Total Contributions	Total Expenditures	To
<b>\$12,816,337.28</b>	<b>\$10,770,950.93</b>	



Political Committee

## Democratic Party of Georgia

Type Non-candidate Committee (RO) - Political Party	Status Active	Date Registered 02/01/2022	Email <a href="mailto:pwhough@politicalcfos.com">pwhough@politicalcfos.com</a>
Treasurer Jason Esteves	Chairperson Nikema Williams	Date of Last Filing 02/07/2023	

**SUMMARY**    CONTRIBUTIONS    EXPENDITURES    FILINGS    FINES    DOCUMENTS    Election/Filing Cycle

Combined Financial Totals

Total Contributions	Total Expenditures	Top Contributors
<b>\$13,133,378.86</b>	<b>\$12,597,962.00</b>	1. Democratic Association of Secretaries of Stat
In-Kind Contributions	In-Kind Expenditures	2. ONE GEORGIA PAC

# **PROFESSIONAL PARLIAMENTARY OPINION OF REPUBLICAN, KIRBY GLAD, NATIONALLY CERTIFIED PRP**

**Circumstances:**

There exists a non-profit corporation named Georgia Republican Party, Inc. (hereafter referred to as The Corp) which is incorporated without members, and controlled entirely by a board of directors.

There exists an organization named "Georgia Republican Party" (hereafter referred to as The Party), which has "Rules" which defines membership. This association operates as a political party as defined in O.C.G.A. § 21-2-110, holds conventions, and selects party nominees.

**Discussion:**

If we look at the attributes of The Corp and The Party we can easily see these are two completely different entities. Here is a comparison of the attributes of both:

Georgia Republican Party (The Party)	Georgia Republican Party, Inc. (The Corp)
An association created by citizens exercising their constitutional right of free speech and association.	A legal person created by the State of Georgia
Has members	Has no members
Derives its authority from the member electors	Derives its authority from its Board of Directors
Performs the functions of electing delegates, holding conventions, and nominating candidate	Has no members to perform these functions
Has bylaws called "Rules" as adopted by the Convention and the State Committee	Has bylaws as adopted by the Board of Directors

These two entities, which share a confusingly similar name, have no relationship to each other except as expressed in their governing documents. The "members" of The Party are completely separate from the "members" of The Corp. The Party and The Corp function completely independently.

A "member" of a corporation has certain rights which could be used against the corporation. In the case of a political society, it could be possible for a member of a different party could become a legal "member" of the society and then start making demands based on the member "rights" which could injure the organization.



The term "member" in The Party indicates a member of the Precinct Caucus, Precinct, Committee, County Committee, District Committee, State Committee, or as a delegate member of the Convention.

These two type of "membership" have nothing to do with each other.

The Party and The Corp are two completely different entities. The only way they can have a relationship is if such a relationship is defined in the governing documents. We don't know what the governing document of The Corp are, and even if we did it would not matter because the "secret committee" of Board of Directors can change their bylaws at any time.

The Rules makes an incorrect and confusing statement when it states:

*All electors<sup>1</sup> who are in accord with the principles of the Republican Party, believe in it declaration of policy and are in agreement with its aims and purposes may participate as members of the Georgia Republican Party, Inc. . . .*

The Rules have no power to define anyone as a "member of the Georgia Republican Party, Inc." because the Georgia Republican Party, Inc. does not have any members.

The correct statement would be:

*All electors<sup>1</sup> who are in accord with the principles of the Republican Party, believe in it declaration of policy and are in agreement with its aims and purposes may participate as members of meetings, committees, and conventions of the Georgia Republican Party.*

**Conclusions:**

The Rules do not clearly explain exactly what electors are a "member" of, and they hide the fundamental power structure of the organization in a possibly deceptive way.

A "member" of a political party expects to have a voice and vote in the party affairs. This cannot be relied on when the fundamental control of the organization is based on the caprice of a small group that has the power to override any decisions voted on by the members.

**Recommendations:**

Amend the Rules to clarify exactly what entity an affiliate is "a member" of.

Specify in the Rules what is accurate relationship of the member to the Georgia Republican Party, Inc. Board of Directors.

**Respectfully submitted**

Kirby Glad  
Professional Registered Parliamentarian  
National Association of Parliamentarians

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

QIANA KEITH,

Plaintiff,

v.

GEORGIA REPUBLICAN PARTY;  
GEORGIA REPUBLICAN PARTY,  
INC.; and JOHN PADGETT, in his  
capacity as Chairman of the Georgia  
Republican Party and Georgia  
Republican Party, Inc.,

Defendants.

CIVIL ACTION  
FILE NO. \_\_\_\_\_

**JURY TRIAL DEMANDED**

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**COMPLAINT**

1. Plaintiff Qiana Keith (“Ms. Keith” or “Plaintiff”) respectfully submits the following Complaint against Defendants Georgia Republican Party and Georgia Republican Party, Inc. (referred to collectively herein as the “Party”), and John

8. Defendant Georgia Republican Party is a registered political party as defined under Georgia law, O.C.G.A. §§ 21-2-2(25) and 21-2-110. The Party transacts business in the Northern District of Georgia and is primarily based out of offices located at 3110 Maple Drive, Suite 150, Atlanta, Georgia 30305, and may be served with process by delivering a copy of the Complaint and summons to its Chairman and Chief Executive Officer, John Padgett.

9. Defendant Georgia Republican Party, Inc., is a Georgia non-profit Corporation. Defendant Georgia Republican Party, Inc., transacts business in the Northern District of Georgia and may be served with process by delivering a copy of the Complaint and summons to its registered agent, Anne Lewis, 1170 Peachtree Road, Suite 2200, Atlanta, Georgia, 30309.

**WHEREAS, The Georgia Republican Party, Inc., per its Articles of Incorporation required a set of Bylaws,**

Secretary of State  
Control No.: 14013271  
Date Filed:2/10/2014 9:40:48 AM

## **Articles of Incorporation**

**The Name of the Corporation:**  
Georgia Republican Party, Inc.

**The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.**

**The Principal Place of Business:**  
P.O. Box 550008  
Atlanta, Georgia 30355

**Registered Agent's Name and Address:**  
Anne W Lewis  
1170 Peachtree St NE  
Ste 2200  
Atlanta, Georgia 30309-7200, Fulton County

**Effective Date:** February 07, 2014

**Optional Provisions:**

## DIRECTORS.

(a) The affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of one person whose name is John Padgett and whose address is P.O. Box 550008, Atlanta, GA 30355. The Board of Directors shall exercise all of the powers of the Corporation, including the adoption and amendment of the Bylaws of the Corporation. The number, qualifications, terms of office, and manner of selection of members of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

(b) No person who is serving or has served as a member of the Board of Directors shall have any liability to the Corporation for monetary damages for any action taken, or any failure to take any action, as a member of the Board of Directors, except liability:

- (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation;
- (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) for the types of liability set forth in Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or
- (iv) for any transaction from which such person derived an improper personal benefit.

The limitation of liability conferred in this Article shall be in addition to and not in lieu of all other limitations, immunities, and indemnities conferred by law, these Articles, and the Bylaws of the Corporation.

**PURPOSE.**

The Corporation is organized and shall be operated to conduct and carry on the not for profit work of the Corporation exclusively as a political organization in a manner consistent with section 527 of the Internal Revenue Code of 1986 (the "Code") and any Treasury Regulations promulgated thereunder and for such related purposes as may be permitted to corporations which are organized under the Georgia Nonprofit Corporation Code and which are described in the aforesaid provision of the Code.

**NO PRIVATE INUREMENT.**

No part of the net earnings of the Corporation or its assets upon dissolution shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 527 of the Code.

**AMENDMENT.**

These Articles of Incorporation may be altered, amended or repealed as specified in the Bylaws of the Corporation.

**Incorporator(s):**

Anne W Lewis  
1170 Peachtree St NE  
Ste 2200  
Atlanta, Georgia 30309-7200



**The Coproration will not have members.**

**A person who signs a document submits an electronic filing he or she knows is false in any material respect with the intent that the document be delivered to the Secretary of State for filing shall be guilty of a misdemeanor and, upon conviction thereof, shall be punished to the highest degree permissible by law. [O.C.G.A. § 14-2-129.]**

**IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the date set forth below:**

**Signed by: Anne W Lewis Attorney-in-Fact**

**Date:** February 10, 2014

**WHEREAS, The Georgia Republican Party, Inc. has not disclosed its Bylaws or the identity of its board of directors to the members of THE GEORGIA REPUBLICAN PARTY,**

**EXAMPLE OF ONE PIECE OF UNANSWERED COMMUNICATION, MAY 16, 2023:**

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Chairman & CEO Shafer,

I am finding it exceedingly difficult to obtain the answers to some basic organizational questions about the Republican Party in Georgia.

On April 18th, I asked Secretary Welsh, cc: you, Alex Kaufman (attorney), John White, Ken Carroll, and Michael Wiltse about corporate bylaws impacting the remittance of State Committee minutes, which were refused by Secretary Welsh. Then, on May 4, I asked Secretary Welsh more explicitly again. On May 14, I wrote to Karen Henschel and, on May 15, I left a message on your office line regarding directors and bylaws. Karen Henschel answered the office phone today, and said that she referred the questions to you and your attorney(s). No one seems to know the answers. I expect these should be easy for you.

As a Georgia Republican Party committee member, officer, delegate, and voter in precinct caucuses, I ask that you provide me the following basic information for your GA Title 14 domestic nonprofit corporation, *the Georgia Republican Party, Inc, of which you have been CEO since 2019*, according to Raffensperger's office:

-Bylaws explicitly identifying the individuals, bodies, and governing structures of your corporation, *operating without members*, as stated in your Feb 2014 Articles of Incorporation.

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-The number, qualifications, terms of office, and manner of selection of members of your Board of Directors set forth in the Bylaws of the Corporation (direct quote from Articles).

-Names of the Board of Directors established when you became Chairman in 2019 and thereafter, dated please.

-Any document showing how exactly the Georgia Republican Party, Inc. is subservient to the Election Code, as you have stated in the past.

-For those interested in donating: the GRP, Inc Tax ID or EIN - and if all of your activities are tax exempt as a 527?

-How I might be able to give donations to the Georgia Republican Party *that has membership all of the time*, as outlined in our State Rules before the word "Inc" was placed on the front of them circa the March 2015 amendment.

I can't thank you enough for your assistance during this period of reorganization of the Republican Party of Georgia.

Very respectfully,



**WHEREAS, “Rules of the Georgia Republican Party, Inc.” is printed on the Rules title page, and the “RULES OF THE GEORGIA REPUBLICAN PARTY” is the page 1 header,**

**NOTICE THE GA ELECTION CODE CITATION IN FOOTNOTES. THERE IS NO CITATION OF GA CORPORATE CODE IN OUR STATE PARTY RULES WHATSOEVER.**

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# **RULES OF THE GEORGIA REPUBLICAN PARTY**

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## **1. MEMBERSHIP AND PARTICIPATION**

### **1.1 QUALIFICATIONS FOR PARTICIPATION IN PARTY ACTIONS**

All electors<sup>1</sup> who are in accord with the principles of the Republican Party, believe in its declaration of policy and are in agreement with its aims and purposes may participate as members of the Georgia Republican Party, Inc. (hereinafter “GRP”) in its conventions or precinct caucuses. All chairmen<sup>2</sup> and members of committees, delegates to conventions and voters in precinct caucuses, provided for in these Rules, shall be members of the GRP and must be electors of the respective units which they represent as chairmen, members, delegates, or voters in precinct caucuses.

### **1.2 PUBLICATION OF QUALIFICATIONS**

The qualifications and conditions for participation in the GRP shall be published in all official calls for precinct caucuses and conventions called pursuant to these Rules and pursuant to the Rules and Call of the Republican National Convention.

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<sup>1</sup> As defined by O.C.G.A. § 21-2-2(7).

**WHEREAS, the Articles of this Georgia Republican Party, Inc. illuminate a major change, indicating that “The corporation will not have members,”**

**Incorporator(s):**

Anne W Lewis

1170 Peachtree St NE

Ste 2200

Atlanta, Georgia 30309-7200

**The Coproration will not have members.**

**WHEREAS, current State “Rules” cite “member” 100 times, and Election Law regarding established political parties states that “membership of such committees shall be selected.” (O.C.G.A. 21-2-111(a)).**

21-2-111. Establishment of state and county executive committees; membership and officers; duties; applicability of chapter to persons seeking party office in a primary.

**(a)** Each political party shall establish and maintain a state executive committee exercising state-wide jurisdiction and control over party affairs and a county executive committee in each county in which it holds a primary, exercising county-wide jurisdiction and control over party affairs. A party may establish and maintain such other committees as it may from time to time deem advisable. **The**

**membership of such committees shall be selected in the manner determined by the state executive committee.** Each

committee shall be presided over by a chairperson and shall have a secretary and such other officers as deemed advisable, and a list of all such committees shall be filed with the appropriate election official for the state or county. The state executive committee shall have the same power over municipal party executive committees as it has over county party executive committees.

**(b)** **The state executive committee of each political party shall formulate, adopt, and promulgate rules and regulations, consistent with law,** governing the conduct of conventions and other party affairs. No such rule and regulation shall be effective until copies thereof, certified by the chairperson, have been filed with the Secretary of State.

**(c)** The respective county executive committees of each political party shall formulate, adopt, and promulgate rules and regulations, consistent with law and the rules and regulations of the state executive committee, governing the conduct of conventions and other party affairs. No such rule and regulation shall be effective until copies thereof, certified by the chairperson, have been filed with the superintendent of the county.

**\*BE IT RESOLVED, THE GEORGIA REPUBLICAN PARTY STATE DELEGATION shall direct the Georgia Republican Party, Inc., to comply with Georgia Election Code,**

**\*BE IT RESOLVED, the STATE DELEGATION lawfully reclaim the “Rules” for Georgia Republicans to affirm the one perpetual State Committee as the governing body at all times.**

**Our federal right to vote is negatively impacted by the actions of the GRP, INC. and its actors. To legal professionals, it looks like irreparable injury.**

**It must be corrected immediately.**



**52 USC 10101: Voting rights**

**Text contains those laws in effect on June 4, 2023**

**From Title 52-VOTING AND ELECTIONS**

**Subtitle I-Voting Rights**

**CHAPTER 101-GENERALLY**

**When used in the subsection, the word "vote" includes all action necessary to make a vote effective including, but not limited to, registration or other action required by State law prerequisite to voting, ...**