



OFFICE OF ATTORNEY GENERAL
STATE OF OKLAHOMA

August 17, 2012

Paul Ziriaux, Secretary
Oklahoma State Election Board
State Capital Bldg., Room B-6
2300 N. Lincoln Blvd.
Oklahoma City, OK 73152

Re: **Placement of Americans Elect Party candidates for President and Vice-President of the United States on the November, 2012 General Election Ballot.**

Dear Secretary Ziriaux:

A.

Introduction

In light of recent developments, you seek my advice regarding the placement of Americans Elect Party candidates for President and Vice-President of the United States on Oklahoma's November, 2012 General Election ballot. It is in light of conflicting instructions from the Directors of the Party and a local group claiming to act on behalf of the Americans Elect Party that you seek my advice. While the Board of Directors of the Party instruct that the Americans Elect Party will not field any President or Vice-Presidential candidates in 2012, the locals instruct that the Party has chosen candidates for President and Vice-President — the same candidates chosen by the Libertarian Party in other states.

You inquire regarding whether, under Oklahoma law, Americans Elect Party candidates for President and Vice-President are to be placed on the November, 2012 General Election ballot.

The answer to that inquiry depends on:

1. Who the Americans Elect Party is, and
2. Who is authorized to speak and make decisions on behalf of the Americans Elect Party.

The answer to both these inquiries is found in the filings with the Election Board.

B.

Statutory Recognition Process

As you know, Mr. Secretary, under the provisions of Title 26, Section 1-108 of the Oklahoma Election laws, any group of persons may form a recognized political party by following the statutorily proscribed procedure, which is a three step process that includes:

- (1) the filing of a Notice of Intent to Form a Recognized Political Party,
- (2) the filing of signed Petitions seeking recognition of a political party with sufficient signatures, and
- (3) the State Election Board's determination of the sufficiency of the Petitions and the number of valid signatures.

Section 1-108 establishes this three step process as follows:

1. Notice of intent to form a recognized political party must be filed in writing with the Secretary of the State Election Board at any time except during the period between March 1 and November 15 of any even-numbered year;
2. After such notice is filed, petitions seeking recognition of a political party, in a form to be prescribed by the Secretary of the State

Election Board, shall be filed with such Secretary, bearing the signatures of registered voters equal to at least five percent (5%) of the total votes cast in the last General Election either for Governor or for electors for President and Vice President. Each page of such petitions must contain the names of registered voters from a single county. Petitions may be circulated a maximum of one (1) year after notice is filed, provided that petitions shall be filed with the Secretary no later than March 1 of an even-numbered year. Such petitions shall not be circulated between March 1 and November 15 of any even-numbered year; and

3. Within thirty (30) days after receipt of such petitions, the State Election Board shall determine the sufficiency of such petitions. If such Board determines there are a sufficient number of valid signatures of registered voters, the party becomes recognized under the laws of the State of Oklahoma with all rights and obligations accruing thereto.

C.

Americans Elect Party's Notice of Intent to Form a Recognized Political Party

Recently, the Americans Elect Party became a recognized political party in Oklahoma by successfully following this statutory procedure. Americans Elect's journey to successful recognition as a political party in Oklahoma began when it filed of a Notice of Intent to Form a Recognized Political Party with the State Election Board on October 3, 2011 (**Exhibit 1**).

That October 3, 2011 Notice of Intent was signed by **Kahlil Byrd, Vice-Chairman of Americans Elect**, with the address of 1901 Pennsylvania Avenue, NW, Washington, DC 60006.

Vice-Chairman Byrd's Notice of Intent directed that all forms of the petition or other documents should be sent to:

Daniel B. Winslow, Esq.
Proskauer
One International Place

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Boston, MA 02110

Id. (emphasis added).

The Notice further directed that all questions should be directed to **Chief Legal Counsel of the Americans Elect party, Mr. Winslow.**

D.

Americans Elect Party's Petition Filings

The next filing with the Oklahoma State Election Board on behalf of the Americans Elect Party was a letter **filed by Chief Legal Counsel Winslow** on February 28, 2012, together with Americans Elect's signed petitions for recognition as a political party. The letter (**Exhibit 2**) indicating that the petitions contained 10,457 petition sections and 88,516 signatures. That February 28, 2012 letter also indicated that the Americans Elect Party would nominate its candidates for President and Vice-President at a national convention, and the Party would not have candidates participating in primary elections, as follows:

The Americans Elect delegates will nominate the Americans Elect presidential ticket by national convention in June 2012. Thereafter, Americans Elect promptly will notify your office of the presidential and vice-presidential ticket to be placed on the General Election ballot in November 2012.

Americans Elect will not have candidates participating in the primary election, and therefore the notification pursuant to Title 26 of the Oklahoma Statutes Annotated Section 1-104(B)(4) is not applicable to Americans Elect. Americans Elect does intend to permit any registered voter to participate in its national presidential nominating convention.

Id. (emphasis added).

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On the same day, February 28, 2012, the Oklahoma State Election Board filed a Receipt of Petition signed by Secretary Paul Ziriak (**Exhibit 3**). That receipt has a notice at the bottom which reads:

At the request of the Petitioner, **all future correspondence regarding the above Petition shall be addressed to Michael Hackett.**

Id. (emphasis added).

As future filings with the Election Board demonstrate, Mr. Hackett is with the same Boston Law Firm, Proskauer Rose, as Americans Elect's Chief Legal Counsel, Mr. Daniel Winslow.

E.

Election Board's Verification of the Americans Elect Party as a Recognized Political Party

The next filing related to Americans Elect is the Election Board Secretary's March 28, 2012 letter to **Chief Legal Counsel Daniel B. Winslow**, at the Proskauer Law Firm, informing General Counsel Winslow that the Election Board verified the signatures on the filed Petitions and they were sufficient to make Americans Elect a recognized political party. (**Exhibit 4**). That letter also informed General Counsel Winslow how the term "Americans Elect" would be used. In pertinent part, that March 28, 2012 letter provided:

This is to inform you that after verification of the signatures on the petition of support for the formation of a new political party, to be known as the Americans Elect Party, **the State Election Board has determined that the number of signatures submitted is sufficient according to the provisions of Section 1-108 of Title 26 of the Oklahoma Statutes. Based on this, the Americans Elect Party is a recognized political party under the laws of the State of**

Oklahoma, with all the rights and obligations accruing thereto, as of March 28, 2012.

The term “Americans Elect” will be used for ballot printing purposes, etc., in referring to the Americans Elect Party. Likewise, the term “Americans Elect” will be used to denote the party affiliation of those persons registering with the Americans Elect Party.

Id. (emphasis added).

F.

Filing of the Americans Elect Party Bylaws

Next, on May 22, 2012, Attorney **Michael Hackett** of the Proskauer Rose Law Firm sent a letter to the Oklahoma State Election Board (**Exhibit 5**) providing the Election Board with:

- (1) Americans Elect Bylaws;
- (2) Americans Elect Pre-Election Convention Rules;
- (3) Americans Elect Post-Election Convention Rules; and
- (4) Americans Elect Trademark Registration.

1. Bylaw’s Requirement That the Formation of Any Americans Elect State-Based Chapter or Committee be Approved by The Party’s Board of Directors.

Mr. Hackett’s May 22, 2012 letter called specific attention to provisions in Article 7 of Americans Elect Bylaws which provide that state-based chapters or committees may be formed and deemed acting on behalf of Americans Elect, only if they are authorized by Americans Elect Party’s Board of Directors:

Americans Elect’s Bylaws provide in pertinent part, at Article 7, that “Americans Elect may, upon approval of the Board and to the extent required by law, authorize the formation of state-based chapters or committees consistent with the national purpose of Americans Elect” and that “pending formation of state committees, the Board of Americans Elect shall be deemed to be

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acting in each state as an authorized state committee to perform and exercise all duties, powers and responsibilities of a state committee . . .” (Sections 7.1 and 7.2).

Id. (Emphases added).

The letter summarized by making it clear that any state-based chapter or committee is required to be authorized by Americans Elect’s Board:

Accordingly, **any state-based chapter or committee must be authorized by the Americans Elect Board.** Should you have any questions concerning a state-based chapter or committee of Americans Elect, please do not hesitate to contact me.

Id. (emphasis added).

That May 22nd letter concluded by informing the Election Board Secretary of Americans Elect’s ownership of a federal trademark for AMERICANS ELECT, and the consequences of any non-authorized use of that trademark:

Finally, please note that **Americans Elect is the owner of a federal trademark for the AMERICANS ELECT mark. Any non-authorized use of the mark is likely to cause confusion, mistake or deception** in violation of state and federal trademark law, including 15 U.S.C. § 1125(a), **entitling Americans Elect to immediate and permanent injunctive relief, an accounting of profits, and attorneys’ fees.**

Id. (emphasis added).

Mr. Hackett’s May 22, 2012 letter was quickly followed by a letter on May 29, 2012 to the Election Board indicating that Mr. Hackett had mistakenly enclosed an older version of Americans Elect’s Bylaws with his May 22nd letter, and that he was enclosing a current version of Americans

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Elect's Bylaws as an enclosure to his May 29, 2012 letter. (**Exhibit 6**, which includes both the May 29th cover letter and the enclosed current Bylaws).

2. Bylaw's Designation of Who is Authorized to Notify State Election Officials of the American Elect Party's Candidates for President and Vice-President.

As noted in Americans Elect's May 22nd letter, Article 7 of the Bylaws requires the Board to authorize the organization and formation of state-based chapters or committees, and pending the formation of state committees, the Board of Americans Elect shall be deemed to be acting in each state as its authorized state committee. Additionally, Section 8.5 of the Bylaws also prescribes who in the Party is designated to notify the Chief Election Officer in each state — such as Secretary Ziriaux in Oklahoma — of the names of the persons nominated by a majority of the delegates for the offices of President and Vice-President, indicating that such notice may be made only by either the Board or the President:

The Board, or the President as may be designated in writing by the Board, shall forthwith notify the chief election officer of each state and the District of Columbia of the names of the persons nominated by a majority of Delegates for the offices of President and Vice President by the convention, and shall provide such further documentation or compliance in support thereof as such officers may require to assure ballot access of the nominated ticket on the November ballot in such state.

Section 8.5 of Americans Elect's Bylaws, at 14 in **Exhibit 6** (emphasis added).

G.

What Americans Elect's Filings Demonstrate

The filings with the Oklahoma Election Board made on behalf of Americans Elect demonstrate:

- (1) Americans Elect is an organization located in Washington, DC;
- (2) **Kahlil Byrd is Vice Chair** and in addition to Vice Chairman Byrd, **Chief Legal Counsel for Americans Elect, Daniel B. Winslow**, and another attorney from Mr. Winslow's firm, Proskauer Rose, **Michael Hackett have been authorized to speak on behalf of Americans Elect and to communicate with the Oklahoma Election Board on Americans Elect's behalf;**
- (3) Under Americans Elect's Bylaws, **state-based chapters or state committees may be authorized and organized only with the approval of Americans Elect's Board**, and that until the formation of such state committees under the Board's authorization, the Board of Americans Elect shall be deemed to be acting in each state as the authorized committee and to perform and exercise all duties, powers and responsibilities of the state committee as may be required by state law;
- (4) Americans Elect's Bylaws further provide that **it is Americans Elect's Board of Directors, or if authorized by the Board, the Party's President that may notify the chief election officer — such as Secretary Ziriak in Oklahoma — of the names of the persons nominated by the Party to be the party candidate for President and Vice-President.**

H.

Instructions From a Local Group Called the Americans Elect of Oklahoma Regarding Americans Elect's Candidates for President and Vice-President, and the Conflicting Instructions From the Washington, D.C. Board of Directors of Americans Elect.

1. Local Group's Notice

On August 2, 2012 the Oklahoma Election Board received an email communication from Rex L. Lawhorn with the attached "Americans Elect of Oklahoma Convention Minutes 7/21/2012 (Exhibit 7).

Those minutes reflect the Americans Elect of Oklahoma held a convention on July 21, 2012, via computer, through Google Plus, and that there were four voting persons present at the online convention, with two present but observing only, and four others appearing by a proxy, with Mr. Lawhorn holding three proxies and Anthony Papillion holding one proxy.

Those minutes of the online convention further reflect that nominees were selected and certified as State Presidential Electors, and that Rex L. Lawhorn was elected the organization's local State Chairman.

The minutes further indicated that the online convention selected, by consensus, party candidates for President and Vice-President, the minutes reading in pertinent part as follows:

Candidates were selected by consensus for certification for President of the United States and Vice-President of the United States. Those candidates are:

Gary E. Johnson for President of the United States
James P. Gray for Vice-President of the United States

Id.

2. Americans Elect's Board of Director's Conflicting Notice.

On August 6, 2012 — before Mr. Lawhorn could, on behalf of the Americans Elect of Oklahoma, file the required Elector Oaths and the Party Certification of the Electors' selection —

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the Election Board received a conflicting Notice regarding Americans Elect's candidates for President and Vice-President. The conflicting Notice came in a letter from **Kahlil Byrd of Americans Elect**, to which was attached a Resolution of the Board of Directors of Americans Elect which was unanimously adopted. (**Exhibit 8**, letter and resolution). The letter stated that the Board of Directors terminated and dissolved Americans Elect and its status as a qualified political party, notifying the Oklahoma Election Board that the Americans Elect Party would **not** have candidates for President and Vice-President for election in 2012. In pertinent part, the Board of Directors August 6, 2012, Notice read:

This letter will serve as **formal notice that Americans Elect has terminated or otherwise dissolved its status as a qualified political party in Oklahoma effective immediately**. According to the Americans Elect Amended and Restated Bylaws, as most recently amended, "the only offices eligible for nomination by Americans Elect shall be President and Vice President of the United States and no other federal, state, county or local office." (Section 7.3) **Americans Elect will not have any Presidential or Vice Presidential candidates, or any other candidates, for election in 2012, and thus Americans Elect withdraws its ballot line and is terminating its status as a qualified party in Oklahoma.**

Attached for your records please find a Resolution of Americans Elect to this effect.

Id. (emphasis added).

On August 7, 2012, the day after Americans Elect's Board of Directors notified the Election Board that they would not be running a candidate for President or Vice-President in the 2012 election, Mr. Lawhorn filed his certification of Americans Elect's Electors for the upcoming 2012

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Presidential election, attaching to that certification, Oaths for 7 Electors. (**Exhibit 9**, Mr. Lawhorn's certification of elector selection and their oaths of office as Electors).

The Election Board need not take any formal action with respect to Americans Elect's self termination of its status as a qualified political party until after the General Election, when the Board must determine whether Americans Elect is entitled under Oklahoma law to remain a recognized Political Party in accordance with the provisions of Oklahoma statutes, Title 26, Section 1-109. The Election Board, however, must soon act to prepare the Presidential Election Ballot for the November, 2012 General Election.

I.

Election Board's Inquiry of the Local Group in Light of the Party Board of Directors' Actions and Notice.

Upon receiving the Board of Directors' Notice of Party termination and accompanying notice that the Party would not field candidates in 2012, Assistant Election Secretary Fran Roach sent an email to Mr. Lawhorn informing him that the Election Board had received the above quoted termination letter, then asked Mr. Lawhorn to provide any documents that might demonstrate the authenticity of his state-based chapter or committee, as follows:

If you have documentation that your organization is an authorized state-based chapter or committee under the Bylaws of Americans Elect, please provide us with this documentation.

(**Exhibit 10**, Ms. Roach's email to Mr. Lawhorn and his response).

Mr. Lawhorn's responding email specifically addressed Ms. Roach's request for the documentation as follows:

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[I]f you look at the review of the petition signature forms, it is my signature at the bottom of the form. I was the representative of Americans Elect at the time of the formation of the party.

In light of that, I believe I have already provided documentation that we are the local chapter — we held the required state convention and elected the State Central Committee.

Id.

Mr. Lawhorn concluded by noting that he did not see what other documents would be required, requesting that the Board specifically inform him what they needed.

This email was later followed up by further inquiries from Assistant Election Board Secretary Roach as shown in the following email chain:

Rex,

The receipt that was issued the day the petition was submitted does not have your name on it. We are requesting any document that would demonstrate that your group in Oklahoma is authorized to act on behalf of the national Americans Elect group.

(Exhibit 11, second, email chain.

Mr. Lawhorn's response read:

Fran,

That signature was on the submission of our petitions showing my personal affiliation with the party. I was rather inexperienced and overwhelmed to be part of that esteemed process at the time, so I regretfully neglected to note the title of the form. It was issued after the volunteers counted the number of signatures and that form was kept in your office with a copy forwarded to Mike Hackett. If memory serves, the form stated that I did indeed witness your office counting and accepting the forms - something along the lines of noting the total number of counted signatures and that the State Election Board acknowledges custody of the forms.

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Regarding a signed authorization from the national chapter of AE, there is no longer a national organization as indicated by the letter forwarded to you by Daniel Winslow. There doesn't appear to be any law in Section 26 regarding any specific authorization requirements, so I am unsure of what you require. Can you clarify that for me, please?

Thank you,

Rex

Id.

This response was followed up with a reply from Assistant Secretary Roach:

The receipt that was issued the day the petition was submitted does not have your name on it. We are requesting any document that would demonstrate that your group in Oklahoma is authorized to act on behalf of the national Americans Elect group.

Id.

The records of the Election Board contain no document stating, indicating, implying or even suggesting that the Americans Elect Party, through its Board of Directors or otherwise, has authorized Mr. Lawhorn or his group to act on behalf of the Americans Elect Party as a local Party to select Electors or select Party candidates. To the contrary the record contains filings from the Party indicating that Mr. Lawhorn's local group **was not** and **is not** authorized to act for the Party.

J.

Director and Chief Executive Officer's Affidavit Stating Mr. Lawhorn's Local Group is Not and Never Has Been Authorized by the Board of Directors.

On August 15, 2012, the Election Board received the Affidavit of Kahlil Byrd, Chief Executive Officer and Board member of Americans Elect, with various attached exhibits (See **Exhibit 12**, Mr. Byrd's Affidavit). The exhibits attached to his Affidavit are documents already discussed above. Chief Executive Officer Byrd's Affidavit attests to the fact **that Mr. Lawhorn and other individuals claiming to be a state-based chapter or committee of the Americans Elect Party were not and are not authorized by the Board**, and that in such instances it is the Board that acts as a local committee, the Affidavit stating:

9. **Americans Elect has been advised that the Oklahoma State Elections Board recently received correspondence from Rex Lawhorn and other individuals claiming to be the state-based chapter or committee of Americans Elect in Oklahoma. These individuals were not and are not authorized by the Board of Americans Elect as the state-based chapter or committee of Americans Elect in Oklahoma, as would be required by the Americans Elect Bylaws.**
10. **Americans Elect did not authorize any state-based chapter or committee of Americans Elect in Oklahoma and thus, according to its Bylaws, the Board of Americans Elect "shall be deemed to be acting in each state as an authorized state committee to perform and exercise all duties, powers and responsibilities of a state committee . . ."**

Exhibit 12, Chief Executive Officer Byrd's Affidavit, paragraphs 9 and 10 (emphasis added).

Under Oklahoma law, specifically Title 26, Section 10-101, “the nominees for Presidential Electors of any recognized political party shall be selected at a state-wide convention of said party in a manner to be determined by said party.” Further, under the provisions of Title 26, Section 10-102, “[e]very party nominee for Presidential Elector shall subscribe to an oath, stating that said nominee, if elected, **will cast his ballot for the persons nominated for the offices of President and Vice-President by the national convention of his party.**” In short, Oklahoma law recognizes and requires that a party’s state Presidential Electors be nominated by a state-based authorized arm of the party, and that the party’s candidates for President and Vice-President be selected on a national basis — at a national convention and that the Electors must swear to vote for the party’s nationally chosen candidates. Additionally, under the provisions of Title 26, Section 10-105, Presidential Elector’s names are placed on the General Election ballot in brackets adjacent to “the names of the said party’s candidates for President and Vice-President.”

In the case at hand, a few individuals, meeting by way of Google Plus, have elected Mr. Lawhorn local Party Chair. At that computer-held convention, at which a handful of people voted, they not only selected Electors for the Americans Elect Party, they also selected the Americans Elect Party’s candidates for President and Vice-President — in this case nominating individuals who are the candidates of the Libertarian Party in other states.

Under Article 7 of the Bylaws of the Americans Elect Party, the **Party may “upon approval of the Board** and to the extent required by law, **authorize and organize the formation of state-based chapters or state committees consistent with the national purpose** of the Americans Elect.” *Id.* (Sect. 1.7) at **Exhibit 6** (emphasis added). Until formation of such state committees

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under the Board's authorization, the Bylaws provide that the **Board of Directors is to act in each state as the authorized state committee**, the Bylaws stating, "pending the formation of state committees, the **Board of Americans Elect shall be deemed to be acting in each state as an authorized state committee and to perform and exercise all duties, powers and responsibilities of the state committee as may be required by state law.**" *Id.* Bylaws at Section 7.2 at **Exhibit 6** (emphasis added).

Here, the Affidavit of the Chief Executive Officer and Board member Kahlil Byrd avers that Mr. Lawhorn and other individuals acting with him were not and are not authorized by the Board as the state-based chapter or committee of the American Elects Party in Oklahoma. Director Byrd further tells us that because Americans Elect has not authorized a state-based chapter in Oklahoma, it is the Board of Directors, under the Bylaws, that is authorized to act in that capacity. Byrd's Affidavit, **Exhibit 12** at paragraphs 9 and 10. It is clear that under the Bylaws of the Americans Elect Party, local state entities must be authorized by the Board. Nothing filed with the Election Board demonstrates that the Board has taken any such action with respect to the formation of a state entity in Oklahoma — indeed, Mr. Byrd's Affidavit affirms that no such action has been taken.

In the absence of proof of authorization of Mr. Lawhorn's organization to act on behalf of the Americans Elect Party, I see no legal or factual justification for the Election Board to act based upon the filings of that local group. Even if, however, that local group had been authorized by the Board of the Americans Elect Party, its sole function in this instance, would have been to select local Presidential Electors; Presidential Electors that, under Oklahoma law, must swear or affirm, that if elected, they will cast their vote for the candidates for President and Vice-President chosen by the

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party on a national basis. Thus, if the Party either fails or refuses to nominate candidates for President and Vice-President on a national level, the Electors chosen would have no function, and accordingly would not appear on the ballot, because under Oklahoma law Electors appear only in brackets next to the candidates for President and Vice-President chosen by the party at the national level. If the Party chooses to field no Presidential candidates, no Presidential candidates appear on the ballot, and thus, no Party Presidential Electors appear on the ballot, even if the Electors were chosen by an authorized Party entity.

It is clear in this instance that the Americans Elect Party acting through its Board of Directors, is dissolving, and that the Party chose not to nominate candidates for President and Vice-President in the 2012 election.

The facts on file with the State Election Board demonstrate that the local organization which Mr. Lawhorn leads is **not** the Americans Elect Party — the local group is not the entity that filed the Notice of Intent with the Election Board, not the entity that filed the completed Petitions with the Election Board, and not the entity that on March 20, 2012, was found to be a recognized political party in the State of Oklahoma. The filings with the Election Board indicate that the formation of Mr. Lawhorn's group, was not authorized by the Party's Board of Directors, as required by the Party's Bylaws.

Yet, even if the group's formation had been authorized by the Board of Directors, at best that local group's function would be to nominate Presidential Electors. The entity that the Election Board found to be a recognized political party in March of this year, has through the actions of its Board of Directors chosen **not** to field candidates for President and Vice-President in the 2012 election.

Thus, even if Mr. Lawhorn's local group were authorized to nominate Electors, no Party Presidential candidates should appear on the November ballot because the Party's Board of Directors chose **not** to field candidates for President or Vice President, and accordingly the names of Electors — even if properly chosen — likewise, should not appear on the ballot.

Summing Up.

In sum:

- It was the Americans Elect Party out of Washington, DC — not Mr. Lawhorn's local group — that filed a Notice of Intent to Form Political Party with the Oklahoma Election Board;
- It was the Americans Elect Party — not Mr. Lawhorn's local group — that filed the signed petitions in support of its application to become a recognized political party;
- It was the Americans Elect Party — not Mr. Lawhorn's local group — that the Oklahoma State Election Board determined had met the qualifications to become a recognized political party in the State of Oklahoma;
- It was Vice Chairman Kahlil Byrd, Chief Legal Counsel Daniel B. Winslow, and attorney Michael Hackett — not Mr. Lawhorn's local group — that the Americans Elect Party authorized to speak and act on its behalf in the State of Oklahoma;
- Under the Americans Elect Party's Bylaws, only Board authorized local groups could have elected Presidential Electors in Oklahoma;
- The Americans Elect Party's Board of Directors never authorized formation of any local party group or committee in the State of Oklahoma;
- Accordingly, under the Americans Elect Party's Bylaws, it is the Party's Board of Directors itself that is empowered to perform any functions and obligations of the local party or committee in Oklahoma — not Mr. Lawhorn's local group;
- Thus, it was the Americans Elect Party's Board of Directors — not Mr. Lawhorn's local group — that was empowered, if desired, to elect the Party's Oklahoma Presidential Electors;

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- Under the Party's Bylaws, only the Board of Directors, or, if authorized by the Board of Directors, the Party President — not Mr. Lawhorn or his local group — is authorized to notify the Election Board of the Party's selection of candidates for President and Vice-President;
- The Party, through its Board of Directors, notified the Oklahoma State Election Board Secretary that it has chosen to dissolve, and will **not** be running Presidential and Vice-Presidential candidates in the State of Oklahoma.

Under these facts, Mr. Lawhorn's local group is a best at group acting in good faith, but a group acting without authority to act for the Americans Elect Party. At worst, Mr. Lawhorn's local group is a group acting to hijack the Americans Elect Party for the benefit of the Libertarian Party's candidates for President and Vice-President — candidates who have not succeeded in other attempts to appear on the ballot in Oklahoma.

Based on these facts, and the law discussed above, I conclude that there is no factual or legal basis upon which to advise the Election Board that Americans Elect Party candidates for President and Vice-President, together with Presidential Electors, should be placed on the State's November, 2012 General Election Ballot.

Accordingly, I advise that the Board should **not** place Americans Elect Party President and Vice-Presidential candidates or Presidential Electors on the November, 2012 General Election Ballot in Oklahoma.

Respectfully submitted,

A handwritten signature in black ink that reads "Neal Leader". The signature is written in a cursive, flowing style.

NEAL LEADER
Senior Assistant Attorney General

NL/ab
Enclosures