



Republican Party of Virginia

www.rpv.org

January 22, 2019

Jean Gannon, Chair
Powhatan County Republican Committee

VIA E-mail

Dear Chairman Gannon,

On December 30, 2018, you requested a ruling of the General Counsel regarding the relationship of “attendance-only” proxies to the quorum requirement.

I use the term “attendance-only” proxy to mean a proxy carried by a voting member of an official committee for the purpose of meeting an absent members obligation under the rule on absences, but not for the purpose of voting. The term is not defined in the Party Plan. The practice of using an “attendance-only” practice was sanctioned in a General Counsel ruling on July 29, 1996. Before addressing your question regarding whether “attendance-only” proxies count towards establishing a quorum, I briefly review the relevant Party Plan provisions and quote from the ruling.

The Party Plan explicitly prohibits a voting member of an official committee from casting more than one vote at a meeting. In order to be voted, a proxy must be carried by a non-member. Art. VII, Section A, paragraph 1.

The Party Plan also includes a provision that automatically removes a member of an Official Committee, other than the State Central Committee, if the member misses three consecutive meetings without sending a proxy. Art. VII, Section D.

In a ruling dated July 29, 1996, William A. Forest, Jr., then the General Counsel, answered several questions regarding proxies, including one regarding “attendance-only” proxies that bears quoting here:

[Q]. Would it be legal to allow one person to carry more than one proxy to the end of meeting attendance requirements?

A. I do not believe that the Plan presently prohibits an individual from carrying more than proxy for other persons to the end of meeting attendance requirements. However, *Article VII, Section A.1* existing [*sic*] prohibits an individual from casting more than one

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vote at any meeting. Further, from a purely political standpoint, this restriction coupled with the excessive use of proxies impacts the viability of any committee. I might note that this is a situation where a local bylaw restricting proxy use for attendance requirements might be acceptable.

I quote the ruling at length because of the important point made regarding the viability of a committee and the possibility of a local bylaw restricting the use of “attendance-only” proxies. I also note that while the question posed related to one person carrying multiple proxies, the same logic applies to a voting member attending in person and carrying an “attendance-only” proxy for an absent voting member.

Having detailed the relevant Plan provisions and ruling, I turn to your specific question. You ask:

Does the proxy of the voting member not present and not accompanied by a non-voting member of the committee count towards the number present to establish a quorum as prescribed by that unit’s bylaws? Or is the quorum established by a percentage of the membership present and voting?

Put another way, using my short-hand term, does an attendance-only proxy count for purposes of establishing a quorum?

No, it does not. Whether a quorum is present depends only on the number of voting members present, in person or by regular proxy.

As our parliamentary authority, Robert’s Rules of Order Newly Revised notes “[t]he requirement of a quorum is a protection against totally unrepresentative action in the name of the body by an unduly small number of persons.” RONR (11th ed.), p. 21, ll. 6-8.

Allowing “attendance-only” proxies to count for purposes of establishing a quorum would undermine the purpose of the requirement. Consider a committee with 25 members using the standard majority quorum rule. Two members, each carrying six attendance-only proxies, would count as 14 members, establishing a quorum. The two members could then act with the full authority of the committee. Or worse, a single member carrying twelve attendance-only proxies could unilaterally bind the other 24 members of the committee to a course of action.

This letter constitutes a ruling or interpretation of the Party Plan. Pursuant to Article X, it may be appealed to the Appeals Committee or directly to the State Central Committee within thirty days of the date it is posted on the RPV website.

Sincerely,



Chris Marston,
General Counsel