



Republican Party of Virginia

www.rpv.org

February 24, 2019

Bryan Horn, Chair
Henrico County Republican Committee

VIA E-mail

Dear Chairman Horn,

On February 23, 2019, you requested a ruling regarding two provisions of the Party Plan—Article VII, Section B regarding meeting calls, and Section D regarding absences—their relationship to your Committee’s bylaws and the application of both the Plan and your Committee’s bylaws to a meeting of your committee called for February 25, 2019. As General Counsel, my authority extends to interpretation of the Party Plan, but not to the bylaws of a local party committee, except to the extent that such bylaws conflict with the Plan, in which case, the Party Plan provisions would control.

Regarding calling meetings of Official Committees, the Party Plan provides, in relevant part, “meetings of Official Committees ... shall be held upon written notice ... of not less than one week on the call of the Chairman, or on the call of one-third of the voting members, which call shall include the agenda for the meeting.” Art. VII, Sec. B.

The Bylaws of the Henrico County Republican Committee (hereinafter, “Committee Bylaws”) have several provisions relating to meetings.

- Committee Bylaws Article VIII, Section A provides for a meeting once in each quarter. The Bylaws provide no particular method for calling these meetings; however, in Article VII, Section D, paragraph 1, the Committee Bylaws charge the Chair with convening the Committee “once during each calendar quarter” so, presumably these meetings are called under the Chair’s authority in the State Party Plan.
- Article VIII, Section A further provides “[a]dditional meetings as may be required shall be called by the Chairman or upon petition of one-third of the members of the Committee.” With respect to the Chair, this appears to restate the authority granted in the Party Plan; with respect to one-third of the members, the language differs from the Party Plan, referring to a petition. The particulars of that petition process are matters for the Committee. For purposes of this opinion, I find that, to the extent that this provision of the Committee’s Bylaws differs from the Party Plan provision, it does not create a conflict, but simply provides another method by which a meeting may be called.
- Finally, the Committee Bylaws provide for its Executive Committee to call a special meeting “[i]n the event of the death, resignation, removal, or inability to act of the Chairman.” Committee

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Bylaws Art. VII, Sec. G., para. 1. Again, this provision does not conflict with the Party Plan, it provides an additional method by which a meeting may be called.

So, pursuant to the Party Plan, a meeting may be called by one-third of the members providing written notice and including an agenda. On its face, the e-mail message you forwarded to me, a message from Tommy Branin, dated February 17, 2109, with the subject “OFFICIAL SPECIAL MEETING CALL FOR HENRICO COUNTY REPUBLICAN COMMITTEE,” appears to meet this requirement. I am unable to address any factual allegations that have been or may be made regarding whether any individual gave permission for his or her name to be included, or whether any individual listed was a member at the time of the call. These are questions of fact beyond my knowledge and authority.

Before proceeding to issues relating to the absences rule, I offer one further note regarding another provision in the Committee’s Bylaws related to meeting notices. The Committee’s Bylaws provide that “[t]he secretary shall: ... [m]ail all meeting notices, along with a copy of the meeting agenda, at the direction of the Chairman or upon petition of one-third of the members of the Committee....” Art. VII, Sec. D, para. 7, subpara. f. While this provision appears to state a duty of the secretary, rather than adding a requirement for a valid call; that is an interpretive matter for the Committee. To the extent that it may add a requirement for a valid call, it would conflict with the provision of the Party Plan allowing one-third of the members to call a meeting, so would not be operative in this case.

Regarding absences, the Party Plan provides, in relevant part, “A member of an Official Committee other than an ex-officio member *automatically* loses his committee position if he is absent three (3) consecutive meetings without representation by a person holding a proxy.... In the case of an ex-officio member with voting privileges, those voting privileges shall be suspended if he is absent three (3) consecutive meetings. Voting privileges for an ex-officio member that has been suspended may be restored by a two-thirds (2/3) vote of the other members of the committee.” Art. VIII, Sec. D (emphasis added).

The Committee Bylaws have no provisions relating to absences, so the Party Plan provision applies and there appear to be no related rules of the Committee that need to be considered.

While the Party Plan provision is clear in its intent, it provides for “automatic” execution without assigning responsibility for its execution or providing any standards related to its implementation. I addressed this shortcoming in relation to the provision in the same section as it regards members of the State Central Committee, who are subject to a slightly different rule. In that opinion, issued January 17, 2018 (NB: at the time of this writing, the opinion is incorrectly posted on the RPV website as dated January 17, 2017), I held that the provision is only triggered upon adoption by the Committee of an official record of attendance. The State Central Committee includes records of attendance in its minutes, and, only upon the approval of the minutes, after the regular opportunity to correct, could the absence rule be enforced. The analysis underlying my holding was that such a significant step as removal from an Official Committee should only take place based on consistent, reliable records.

As neither the Party Plan nor our parliamentary authority explicitly require that attendance records be kept as part of the minutes, I am not prepared to say that the absence provision cannot be implemented in the absence of such a practice (regarding the contents of minutes, see RONR, pp. 468-

471). However, because the continuing right of a member to participate in an Official Committee is fundamental, I find that only attendance records that are consistent and reliable can be used for purposes of the absences rule.

I note that the Committee Bylaws require that attendance records be incorporated into the minutes. See Committee Bylaws Article VII, Section D, paragraph 7, sub-paragraphs (a) and (c). I understand that such records have not been included in the Committee's minutes. Interpretation of that requirement is beyond my authority, as no conflict with the Party Plan is implicated. As such, I will proceed with my analysis based on my understanding of the Committee's current practice:

- You have indicated that the Committee's practice has been to leave sign-in sheets organized by magisterial district on a table near the entrance to its meeting hall
- An e-mail message from Anita Hile, on which I was copied, indicates that not all sign-in sheets are presently available.
- That e-mail message further indicates that Ms. Hile and another officer of the Committee have made extensive efforts over the last several days to reconstruct attendance records for all meetings since June based on multiple sources. From her description, it appears that the process, while very thorough, may not treat all members equally (e.g., a member who led the Pledge of Allegiance would have been noted in the minutes and listed as attending in these reconstructed records whereas a member who did not participate in a way that would be listed in the minutes would not be so listed)
- You have indicated that at least one member has communicated with you recently indicating that he had not made a consistent habit of signing in at each meeting and that he was unaware that continued membership on the Committee could be contingent on signing in.

These circumstances have not, in my view, created the consistent, reliable records necessary to remove someone from membership based on absences. Practices that would increase the reliability of the records would include—including the attendance record in the minutes such that members would have an opportunity to make corrections, calling the roll and recording the results, providing an attendant with the sign-in sheets to remind members to sign in, and consistently enforcing the rule based on sign-in sheets so that members would be on notice that failing to sign-in had serious consequences.

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