



Republican Party of Virginia
www.rpv.org

January 17, 2018

John Whitbeck, Chairman
Republican Party of Virginia
115 E Grace St
Richmond VA 23219

VIA E-mail

Dear Chairman Whitbeck:

You requested my interpretation of the attendance requirement for members of the State Central Committee contained in Article VII, Section D of the Party Plan.

As you noted, Article VII, Section D, which provides generally for attendance requirements for members of all Official Committees, has a special provision applicable only to members of the State Central Committee. Specifically, it provides “that a State Central Committee member automatically loses and is deemed to have resigned his Committee position if he fails to attend in person at least fifty (50) percent of the regular meetings in a calendar year.”

This provision is substantially more complicated to apply than the general provision of the same section, which provides “[a] member of an Official Committee ... automatically loses his committee position if he is absent three (3) consecutive meetings without representation by a person holding a proxy....”

The general rule is clear--a member may not miss three meetings in a row. Representation by a proxy at those meetings is sufficient to be counted as attending.

The proviso applicable to the State Central Committee is more difficult to apply—it requires in person attendance, so representation by a proxy does not cure the absence. And, rather than a set number of consecutive meetings, it applies to at least half of the regular meetings in a calendar year.

As such, the proviso can only be applied:

- to a member who has served the full calendar year--it would be patently unfair to apply the provision to someone who, by virtue of not being a member for the entire year could not have been expected to attend a meeting;
- when the calendar year is completed--because the Party Plan does not set an exact number of regular meetings and, makes no distinction between regular and special meetings, the number of meetings held within the calendar year can not be determined until the year is complete;
- when the attendance for the final meeting of the year has been officially determined--because the official record of attendance is found in the minutes of the meetings of the Committee, and the minutes are subject to correction until adopted by the Committee, attendance at the final meeting of a calendar year is not determined until the minutes of that meeting are adopted, necessarily at a meeting in the next calendar year.

So, at the first meeting of the State Central Committee in 2018, upon approval of the minutes, the proviso may be applied and any member, who was a member for the entire calendar year of 2017 and who failed to attend in person at least fifty percent of the meetings in that calendar year, is deemed to have resigned from the Committee.

Unfortunately, this may create a situation where a seat is vacant at that meeting. However, since it should generally be clear from the draft minutes and the absent members personal knowledge that a member will be removed by operation of the proviso, it would be appropriate for that member to resign in advance so that the vacancy could be filled. Absent a resignation, it would also be acceptable for the body charged with filling the vacancy to do so prospectively. For example, for a Congressional District representative on the State Central Committee who, based on his or her attendance in 2017, appears certain to be removed as soon as the minutes are adopted at the first 2018 State Central Committee meeting, it would be appropriate for the Congressional District Committee, meeting in advance of the first State Central Committee meeting to hold an election for the anticipated vacancy. The person elected would take office upon the creation of the vacancy at the State Central Committee meeting.

For example, if a regular District member of the State Central Committee from Congressional District 12, who was elected by the District Convention in the spring of 2016, missed three of the five State Central Committee meetings held in 2017, pursuant to the proviso, that member would be certain to lose his seat when the minutes of the final 2017 meeting are approved at a State Central Committee meeting in 2018. The 12th District Committee, meeting in January, prior to the first 2018 meeting of the State Central Committee could elect an individual to fill the vacancy so that person could take office at the State Central Committee meeting immediately upon the Chair's announcement that the proviso had created the vacancy.

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,

A handwritten signature in blue ink that reads "Chris". The signature is written in a cursive, flowing style.

Chris Marston,
General Counsel