



What's a Snippet? Glad you asked! A Snippet is short article about meetings or parliamentary procedure. New snippets are released on the first day of every month at www.agreatmeeting.com.



Snippet #175 Proxies

A proxy is defined as one person giving the authority to another person to act in his or her stead. At first it seems reasonable – if I can't make the meeting, how will my voice be heard? Isn't more participation better than less? This is the perfect place to apply Colette's two most important questions test: "How does this work?" and "What could possibly go wrong?"

Proxies are most commonly used in stock corporations, where the stockholders' votes are counted according to the number of shares they own. Shareholders who hold smaller amounts of stock and who don't plan to attend the annual meeting to vote their shares are usually asked to assign their proxies to the secretary or another officer in the corporation. These proxies, even if they aren't going to affect the results of the votes, are usually counted for the purpose of a quorum, so several notices may be sent or there may be a website to make responses easy.

Proxies are often regulated by law; states frequently set a default position that applies unless the bylaws provide otherwise. Thus, if the statute says that proxies are allowed unless restricted, the bylaws must contain this restriction or proxies must be allowed, and vice versa. Generally, there are two other important provisions of proxies. First, if the person who gave the proxy appears at the meeting and wants the proxy back, it is returned and that person votes. Second, proxies are not forever. There is often an expiration date such as 180 days, after which a new proxy form must be submitted.

Proxies are strongly discouraged by Robert's Rules because they violate a fundamental principle: that every member has an equal voice and vote at a meeting. Proxies tip that balance and some people become more powerful because they have the ability to cast more votes or get to vote without even coming to the meeting. It might even get to the point where the meeting is superfluous because a few people control enough proxies to totally control the meeting. In such cases, the outcomes don't have integrity because they aren't the considered judgment of the stakeholders as the result of a deliberative process.

What are the pros and cons of proxies? For someone who can't (or doesn't want to be bothered to) attend a meeting, proxies are convenient. In some organizations, particularly homeowners' associations, proxies are used to obtain the quorum needed to do business. There is a sense of fairness that everyone has had the opportunity to vote on important matters when their voting power is used. On the negative side, there is a certain arrogance to proxies in that people feel they can vote without hearing any debate – they don't need to hear anyone else's opinion before making up their minds and voting. Proxies can also be difficult, especially in condominium and cooperative housing corporations where voting strength can be calculated at decimals of five or six digits. Because the unit type and weighted vote must be shown on the tally sheets, a certain amount of secrecy is lost with such ballots.

Proxies are powerful tools that require a certain amount of control. One important control on proxies is a limit on the number of undirected proxies that can be held by any one person. An undirected proxy gives the holder full authority to vote in any way on any question. This is hardly getting the voice of another person; instead it is increasing the volume of one person's voice. A directed proxy, in which the vote is decided by the member but voted by someone else, is somewhat akin to an absentee ballot. It doesn't come with extra voting privileges for additional questions, so there is no additional power granted to the proxy holder. These proxies are generally submitted to and cast by the secretary.

When proxies work as intended – to increase participation and the variety of voices heard – they can be a useful tool. Unfortunately, they can also be used for the opposite purpose and, once allowed, may be impossible to remove.