

THE COMPLETE
IDIOT'S
GUIDE[®] TO

Parliamentary Procedure

FAST-TRACK

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Proxies

A proxy is a power of attorney given to another to vote in the member's stead. In other words, if I give my proxy to Mary Smith, Mary can attend the meeting and participate on my behalf. But if Mary misses the meeting, it's as though I'm not at the meeting. Only by Mary attending the meeting does my proxy matter.

By statute, proxy voting is often permitted in for-profit corporations and community associations. Proxy voting is almost universally prohibited in board meetings, in that directors can't give away their responsibilities. If proxy voting is permitted, the rules should be carefully followed.

If proxies weren't complicated enough, there are generally recognized to be five different types:

- **General proxy:** The holder of the proxy has discretion to do whatever he or she wishes at the meeting
- **Limited proxy:** The holder of the proxy can only vote on certain issues at the meeting
- **Directed proxy:** The holder of the proxy can only vote as directed
- **Limited directed proxy:** The holder of the proxy can only vote on certain issues as directed
- **Quorum proxy:** The proxy only counts for purposes of obtaining a quorum and nothing else

Without question, voting problems are sometimes caused by confusion between or a blending of different types of absentee voting. For instance, proxies mailed to members cannot be dropped off at the meeting like a ballot, unless a person is named as proxy and attends the meeting. *Robert's* specifically warns against voting procedures where votes from those not at a meeting are combined with those in attendance. Unlike members at the meeting, those who have previously voted cannot adjust their votes to take into account debate or proposed amendments.