

Opinion 96-20 (Redacted version)

December 31, 1996

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Subject: Counting mail ballots to reach quorum at membership meeting
Opinion no. 96-20

Dear _____:

You have inquired how a quorum should be counted for a meeting of members. In your particular case, members will be voting on a merger proposal at a special meeting. They may vote by mail ballot or may attend the meeting in person to cast their vote. Your specific question is whether those members present in person as well as those voting by mail ballot should be counted for establishing a quorum.

The sections of state law which deal with special membership meetings and mergers are RCW 31.12.195 and .695, respectively. However, neither of these sections specify a minimum quorum level, let alone how a quorum should be counted.

Section 4, Article V of your Bylaws specifies quorum requirements for membership meetings. It states in part that if a quorum is not “present” at the appointed date of the meeting, the meeting may be recessed until a later date. However, like the statute, it also does not specify how a quorum should be counted.

In reviewing this issue, I looked to the analogous situation with general business corporations to see how they count a quorum for stockholder meetings. Stock corporations are permitted by general corporate law to count those persons voting by proxy as well as those persons present in person at a stockholders meeting to determine whether a quorum has been reached.

As noted above, there is no statutory direction in the Washington State Credit Union Act (Chapter 31.12 RCW) on this point. However, I believe that the general corporate law position is a rational one and that the same position should be adopted for credit unions. Accordingly, I have concluded that for the purpose of establishing a quorum at a membership meeting, you should count each member attending the meeting personally, as well as each member voting by mail ballot on an issue presented at the meeting.

Please don't hesitate to contact me if you have any further questions in this regard.

Sincerely,

J. Parker Cann
Assistant Director