

Parliamentary Opinion

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By:

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Question:

Are the provisions for continuous membership in the Georgia Republican Party, Inc clear in light of its status under Georgia Title 21 (elections) and Title 14 (non profit corporation)?

Background:

O.C.G.A. § 21-2 comprises the election code for the state of Georgia.

All County Republican Party units in Georgia are organized under the Georgia Republican Party.

The parliamentary authority for the Georgia Republican Party is stated as:

9.12 RULES OF ORDER

All Precinct Caucuses, County Conventions, District Conventions and the State Convention shall be governed and conducted: first, in accordance with these Rules and the Call, and second, except as modified by these Rules or by the Call, or, with regard to the respective County and District Conventions, by the respective rules of each such County or District, the latest edition of Robert's Rules of Order, Newly Revised.

11.3 RULES OF ORDER

Roberts Rules of Order, Newly Revised shall be followed in all meetings of the GRP, including, without limitation, the State Committee and State Executive Committee, the District Committees and District Executive Committees, and the County Committees and County Executive Committees, unless modified by, respectively, these Rules, applicable County Party rules, or applicable District Party rules; provided, however, that the provisions of Rule 9.12 shall govern all Precinct Caucuses, County Conventions, District Conventions, and the State Convention.

The organization has chosen to limit the application of Robert's Rules of Order, Newly Revised (RONR) only to meetings and conventions. This question regards activity during meetings and conventions and so RONR will be used as the Parliamentary Authority.

The current version of Robert's Rules is the 12th edition (RONR 12th ed.) and this is the parliamentary authority used as the basis for this opinion.

Sources Consulted

The GRP Rules, found at <https://gagop.org/wp-content/uploads/2021/04/Georgia-Republican-Party-Inc.-Rules-As-Adopted-June-17-2020-BJVver3.pdf>

O.C.G.A. § 21-2 found on sos.ga.gov
 Robert’s Rules of Order Newly Revised (12ed.)
 Articles of Incorporation of Georgia Republican Party, Inc.

Circumstances:

There exists a non-profit corporation named Georgia Republican Party, Inc. (hereafter referred to as The Corp) which is incorporated without members, and controlled entirely by a board of directors.

There exists an organization named “Georgia Republican Party” (hereafter referred to as The Party), which has “Rules” which defines membership. This association operates as a political party as defined in O.C.G.A. § 21-2-110, holds conventions, and selects party nominees.

Discussion:

If we look at the attributes of The Corp and The Party we can easily see these are two completely different entities. Here is a comparison of the attributes of both:

Georgia Republican Party (The Party)	Georgia Republican Party, Inc. (The Corp)
An association created by citizens exercising their constitutional right of free speech and association.	A legal person created by the State of Georgia
Has members	Has no members
Derives its authority from the member electors	Derives its authority from its Board of Directors
Performs the functions of electing delegates, holding conventions, and nominating candidate	Has no members to perform these functions
Has bylaws called “Rules” as adopted by the Convention and the State Committee	Has bylaws as adopted by the Board of Directors

These two entities, which share a confusingly similar name, have no relationship to each other except as expressed in their governing documents. The “members” of The Party are completely separate from the “members” of The Corp. The Party and The Corp function completely independently.

A “member” of a corporation has certain rights which could be used against the corporation. In the case of a political society, it could be possible for a member of a different party could become a legal “member” of the society and then start making demands based on the member “rights” which could injure the organization.

The term “member” in The Party indicates a member of the Precinct Caucus, Precinct, Committee, County Committee, District Committee, State Committee, or as a delegate member of the Convention.

These two type of “membership” have nothing to do with each other.

The Party and The Corp are two completely different entities. The only way they can have a relationship is if such a relationship is defined in the governing documents. We don’t know what the governing document of The Corp are, and even if we did it would not matter because the “secret committee” of Board of Directors can change their bylaws at any time.

The Rules makes an incorrect and confusing statement when it states:

All electors¹ who are in accord with the principles of the Republican Party, believe in it declaration of policy and are in agreement with its aims and purposes may participate as members of the Georgia Republican Party, Inc.. . .

The Rules have no power to define anyone as a “member of the Georgia Republican Party, Inc.” because the Georgia Republican Party, Inc. does not have any members.

The correct statement would be:

All electors¹ who are in accord with the principles of the Republican Party, believe in it declaration of policy and are in agreement with its aims and purposes may participate as members of meetings, committees, and conventions of the Georgia Republican Party.

Conclusions:

The Rules do not clearly explain exactly what electors are a “member” of, and they hide the fundamental power structure of the organization in a possibly deceptive way.

A “member” of a political party expects to have a voice and vote in the party affairs. This cannot be relied on when the fundamental control of the organization is based on the caprice of a small group that has the power to override any decisions voted on by the members.

Recommendations:

Amend the Rules to clarify exactly what entity an affiliate is “a member” of.

Specify in the Rules what is accurate relationship of the member to the Georgia Republican Party, Inc. Board of Directors.

Respectfully submitted

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