Based on "Whereas" clauses 7-9, this motion should carry because David Sexton impermissibly voted for Steven Nehkaila without prior authorization and in violation of RONR guidelines and Virginia law. This opinion is based on the RONR recommendations for non-stock corporations regarding proxy voting in conjunction with the controlling jurisdiction's laws on the matter.

Per the RONR (12th ed.) §§ 45:3 and 45:70-71, defining the "Right of Abstention" and "Proxy Voting," the following language, taken from the rules, is controlling in this matter:

Although it is the duty of every member who has an opinion on a question to express it by his vote, *he can abstain, since he cannot be compelled to vote*." (emphasis added). See § 45:3.

A proxy is a power of attorney *given* by one person to another to vote in his stead; the term also designates the person who holds the power of attorney. Proxy voting is *not permitted* in ordinary deliberative assemblies *unless the laws of the state in which the society is incorporated require it*, or the charter or bylaws of the organization provide for it. Ordinarily it should neither be allowed nor required, because proxy voting is incompatible with the essential characteristics of a deliberative assembly in which membership is individual, personal, and nontransferable. . . But *in a nonstock corporation*, where membership is usually on the same basis as in an unincorporated, voluntary association, *voting by proxy should not be permitted unless the state’s corporation law—as applying to nonstock corporations—absolutely requires it*. (emphasis added). § 45:70.

The foregoing clearly indicates that Mr. Nekhaila was permitted to abstain from voting, which he did by removing himself from the assembly without explicitly and formally designating a proxy to vote in his stead. It also clearly indicates that RONR guidelines have a presumption against proxy voting in the types of non-stock corporations that the LNC is, unless Virginia law specifically requires proxy voting, which as discussed below, Virginia law does not.

Per the Virginia Nonstock Corporation Act, Section 13.1-847 governing "Proxies" it is *permissible but not required* that a member entitled to vote appoint a proxy to vote in his/her stead. Section 13.1-847(A) provides as follows:

A member entitled to vote *may* vote in person or, unless the articles of incorporation or bylaws otherwise provide, by proxy. (emphasis added).

Section 13.1-847 then goes on to describe the specific process by which a valid proxy appointment is to be conducted. See §13.1-847(B) and (C). As this procedure was not followed, nor did Mr. Nekhaila make any other binding appointment of Mr. Sexton to vote in his stead, counting Mr. Sexton's vote as that of Mr. Nekhaila's was improper.

In conclusion, because RONR guidelines governing proxy voting have a presumption against proxy voting in the types of corporations that define the LNC, and because Virginia law governing same does not require proxy voting, without specific proxy appointment by Mr. Nekhaila, Mr. Sexton's vote was void *ab initio*. Accordingly, failing to carry the votes required to remove Caryn Ann Harlos from her position as LNC Secretary, she should be immediately reinstated.