



Effective Meetings

Presented by the MercerTrigiani Players

Washington Metropolitan Chapter
Community Associations Institute
2014 Conference and Expo

Meeting Types

- ✓ Association
- ✓ Board
- ✓ Organizational
- ✓ Committee
- ✓ Regular
- ✓ Special

Distinguish Board and Association Meetings

★ Required by

- ✦ Condominium Act (VA, DC, and MD)
- ✦ Property Owners' Association Act and Homeowners Association Act (VA and MD)
- ✦ Non-Stock Corporation Act (VA) and Corporations Article (MD)
- ✦ Governing Documents

Distinguish Board and Association Meetings (Cont.)

- ✦ Association Meetings - At least once annually
- ✦ Board Meetings - More frequently (usually monthly or quarterly)
- ✦ Association Meetings - All members
- ✦ Board Meetings – Board of Directors, but open to **All** members

Board Meetings - The Law

✦ Condominium Unit Owners Associations

- ✦ Virginia Condominium Act -
Section 55-79.75
- ✦ Maryland Condominium Act -
Sections 11-109 and 11-109.1

Board Meetings - The Law (Continued)

☀ Homeowners Associations

- ✦ Virginia Property Owners' Association Act - § 55-510.1
- ✦ Maryland Homeowners Association Act - § 11B-111

☀ Corporations

- ✦ Virginia Nonstock Corporation Act
- ✦ Maryland Corporations Article

☀ Governing Documents

- ✦ Articles of Incorporation
- ✦ Bylaws

Board Meetings - Defined

The formal gathering of the board of directors where the business of the association is discussed or transacted.

Board Meetings - The General Rule

All meetings of the board of directors (committees) shall be open to all unit owners (members) of record.

Board Meetings - Work Sessions

The board of directors shall not use work sessions or other informal gatherings of the board of directors to circumvent open meeting requirements.

Board Meetings - Notice

- ✦ To Board Members
- ✦ To Association Members
 - ✦ Published – Reasonably calculated to be available to a majority of the owners
 - ✦ Virginia - At written request, at least once annually
- ✦ Date, Time and Place of Meeting
- ✦ Special Meetings - Special Requirements

Board and Committee Meetings - Notice Special Meetings

- ✦ To Board Members

- ✦ As Documents Require

- ✦ To Association Members

- ✦ When Given to Board Members
- ✦ Reasonable Under Circumstances, and
- ✦ As Documents Require

Board Meetings - Agenda

- ✦ Set by President
 - ✦ In consultation with Management
 - ✦ In consultation with Board
- ✦ Available for Review by Owners
 - ✦ Unless agenda item is exempt and qualified to be considered in executive (closed) session
 - ✦ When available to Board members
- ✦ Open forum

Board Meetings - Open Forum

- ✦ Subject to Reasonable rules
- ✦ Designated Time Period
- ✦ Comments on **ANY** matter affecting association
- ✦ Limited Agenda topics = Limited comments

Board Meetings - Voting

- ✦ No Secret Ballot
- ✦ Except - Officer Elections
- ✦ Board Members only
- ✦ In Open Session
- ✦ **NOT** By Proxy

Board Meetings - Taping

- ✦ Audio Taping - Yes
- ✦ Video Taping – Yes
- ✦ Not executive session – Vote in only open meeting
- ✦ Reasonable Rules
 - ✦ Placement
 - ✦ Use
 - ✦ To prevent interference with proceedings

Board Meetings - Electronic

- ✦ Telephone or Video Conference
- ✦ Other Electronic Means
- ✦ Two Board Members Present
- ✦ At Place Noted in Notice
- ✦ Sufficient audio equipment

Board Meetings - Executive (Closed) Session

- ✦ Proper Motion
- ✦ Limited Purposes
 - ✦ stated in Motion
 - ✦ only those purposes
- ✦ Affirmative vote in Open Session
- ✦ Motion and Purpose in Minutes
- ✦ No Action - Reconvene in Open Session

Board Meetings – Executive Session - Virginia

- ✦ Condominium Act – Section 55-79.75
- ✦ POAA – Section 55-510.1
- ✦ Personnel Matters
- ✦ Consult with Legal Counsel
- ✦ Discuss and consider
 - ✦ Contracts
 - ✦ Probable or pending litigation
- ✦ Document and Rule Violations
- ✦ Personal liability of owners

Board Meetings – Closed Session - Maryland

- * Condominium Act – Section 11-109.1
- * HOAA – Section 11B-111
- * Personnel and Employee Matters
- * Protection of Individual Privacy or Reputation
- * Consult with Legal Counsel
- * Consult in connection with pending or potential litigation
- * Investigating criminal misconduct
- * Negotiating and considering contracts
- * Compliance with other law
- * Exceptional reason (two-thirds vote)
- * Discussion of individual assessment accounts

Association Meeting Notice

☀ Notice

✦ Condominium Unit Owners Associations

- Virginia – Section 55-79.75
- DC – Section 42-1903.03
- Maryland – Section 11-109

✦ Homeowners Associations

- Virginia – Section 55-510
- Maryland – Section 11B-111

Association Meetings

- ✦ Agenda
 - ✦ Specified in Association Bylaws
- ✦ Quorum
- ✦ Voting
 - ✦ Ballots
 - ✦ Proxies

Meeting Notice

Condominium Unit Owners Associations

☀ Notice

☀ In Virginia and D.C., at least:

- ✦ 21 days in advance of Annual or Regular Meeting
- ✦ 7 days in advance of Special Meeting

☀ In Maryland, not less than 10 nor more than 90 days of Regular or Special Meeting

Meeting Notice

Condominium Unit Owners Associations

- ☀ Notice –
 - ✦ Time and Date
 - ✦ Place
 - ✦ Purpose
- ☀ U.S. Mail or Hand Delivered Unit Owners of Record
- ☀ Electronic Notice –
 - ✦ In Virginia and Maryland, Unit Owner Consent and Certification

Meeting Notice

Property Owners Associations

★ Notice – for Annual and Special Meetings

- ✦ Virginia – Annual – No less than 14 days; Special – No less than 7 days
- ✦ Maryland – Reasonable
- ✦ Notice Includes: Date, Time, Place

Meeting Notice

Property Owners Associations

- ✦ Notice – purpose
 - ✦ Annual Meetings – not required unless documents require
 - ✦ Special Meetings – must state purposes

Meeting Agenda

- ✦ May be specified in Bylaws
- ✦ Certification of Notice
- ✦ Quorum Determined
- ✦ Officer and Committee Reports
- ✦ Elections
- ✦ New and Old Business

Quorum

* Condominium Association

✦ Virginia – Section 55-79.76(a)

- As specified in condominium instruments
- Not less than 10 percent

✦ DC – Section 42-1903.04

- As specified in condominium instruments
- Not less than 25 percent
- General Rule: 33 1/3 percent

✦ Maryland – Section 11-109

- As provided in Bylaws
- General Rule: 25 percent

Quorum (Cont.)

✦ Property Owners Associations

✦ Virginia - Nonstock Corporation Act – Section 13.1-849 A

- As specified in Bylaws
- If Bylaws silent – one-tenth of votes entitled to be cast

✦ Maryland – Nonstock Corporations Article

Proxies

Condominium Unit Owners Associations

- ✦ Bylaws
- ✦ Va. Code Section 55-79.77 D and DC Code Section 42-1903.05(d)
 - ✦ Signed by owner
 - ✦ Dated
 - ✦ Revocable with Notice
 - ✦ Terminates after first meeting
 - ✦ Explanation of instructed proxy (VA only)
 - ✦ Electronic transmission (VA only)
- ✦ Maryland – Section 11-109

Proxies

Property Owners Associations

- ✦ Bylaws
- ✦ Virginia - Nonstock Corporation Act –
Section 13.1-847
 - ✦ Signed by member
 - ✦ Dated
 - ✦ Facsimile signature acceptable
 - ✦ Valid for 11 months – unless longer period specified
 - ✦ Revocable – Unless proxy provides otherwise
- ✦ Maryland – Nonstock Corporations Article

THANK YOU!



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