



Bulletin: HOA LAW

What is Considered Quorum for an HOA? [AZ Revised Statutes § 10-3722]

A “quorum” of the membership is the minimum number of member votes in person, and by written ballot, that is required before the association may conduct business at a membership meeting.* [Robert’s Rules, 11th ed., pp. 21, 345.]; NOTE: Countryside Villas adopted Robert’s Rules of Order to be used for conducting all meetings as their Meetings Policy Protocol, approved by a quorum of the membership at Annual Meeting 4-16-2007.

*Countryside Villas CC&Rs defines a quorum as 25% of the membership which is 18 members either in-person at the meeting or by written ballot. [Countryside Villas ByLaws, Article III, Section 4.]

Why Does Quorum Matter?

Quorum is required in order to protect the interest of the whole community, as this requirement prevents any members from taking any action without first receiving 25% of the membership’s approval.

Without meeting quorum, votes cannot be taken and rules cannot be changed; essentially, no official business can be conducted, no minutes can be taken, no decisions can be made, no votes cast, and no actions can be ratified. Really, holding a

meeting without meeting quorum is a waste of both time and money. Essentially, the HOA board will need to adjourn and postpone the meeting. Rescheduling a meeting, though, costs time and money. Plus, there is no guarantee that you will reach a quorum the second time around. Most associations find it more difficult to meet a quorum at the rescheduled meeting.

Missing a Quorum at an Annual Meeting: Elections

Missing a quorum at your annual meeting means that you cannot hold elections at your annual meeting. The directors then in office continue to serve on the board until successors have been formally elected (typically at next year's annual meeting) [*Countryside Villas Bylaws Amendment Article IV, Section 2.*]

What Can Be Done in the Absence of a Quorum?

Under Robert's Rules of Order, these procedural steps can be taken in the absence of a quorum:

- Ending the meeting through a motion to Adjourn.
- Recessing the meeting, in efforts to obtain a quorum, taking measures, such as rounding up members in the hall or contacting members.

Any business transacted in the absence of a quorum is null and void, **with the exception of a motion to adjourn the meeting for lack of a quorum.** [*Robert's Rules of Order 11th ed., p. 347 ll. 22-24; and p. 347 ll. 30-32.*]; [*Countryside Villas HOA ByLaws, Article III, Section 4.*]

Adjourn the Meeting:

Under *Robert's Rules of Order*, a meeting at which quorum never appears can still be called to order. **At that point, however, the meeting must either adjourn or address one of the procedural motions allowed in the absence of a quorum listed above.** From a Bylaws perspective, though, such a short meeting still counts as the organization holding its required meeting. **Robert's Rules notes that "the inability to transact business does not detract from the fact that the association's rules requiring the meeting to be held were complied with and the meeting was convened—even though it had to adjourn immediately."** [*Robert's Rules of Order 11th ed., p. 349.*]

Ref:

- Arizona Revised Statutes, Title 10, Homeowner Associations
- Countryside Villas ByLaws Article III, Section 4, Quorum for meetings
- Robert's Rules of Order, adopted as policy for Countryside Villas Meetings, as recorded in Annual Meeting minutes 4-16-2007, and President's Report Villas May 2007 Newsletter

