



Community Association Legal Webinar - 2024

Parliamentary, My Dear Watson

Presented by Olga Tseliak

What is Parliamentary Procedure? AKA “Rules of Order”

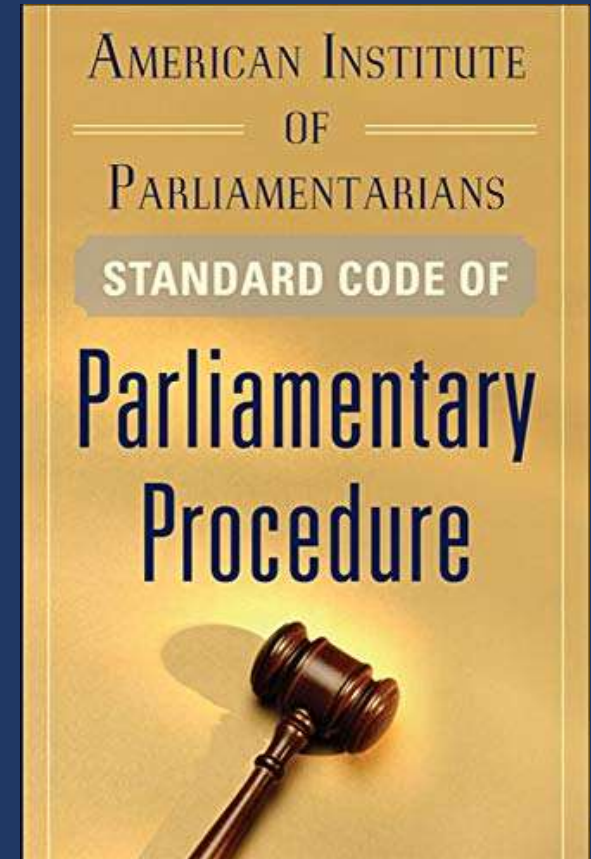
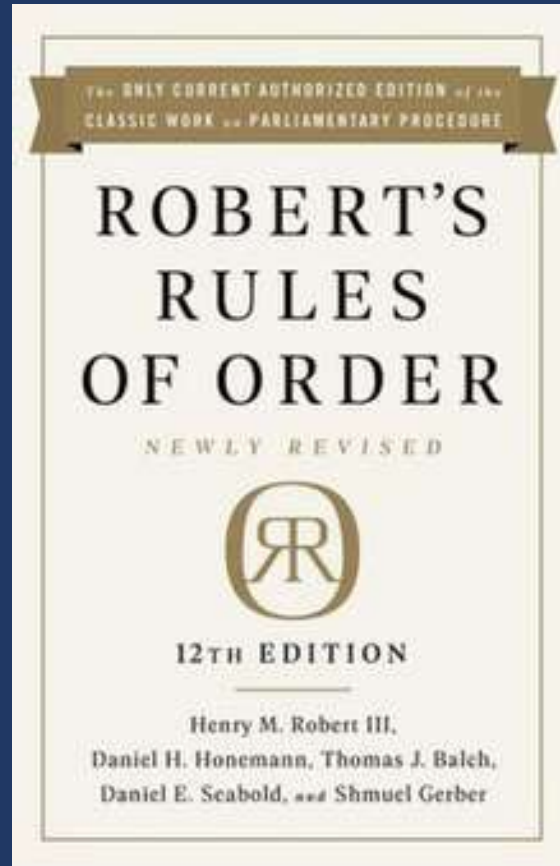
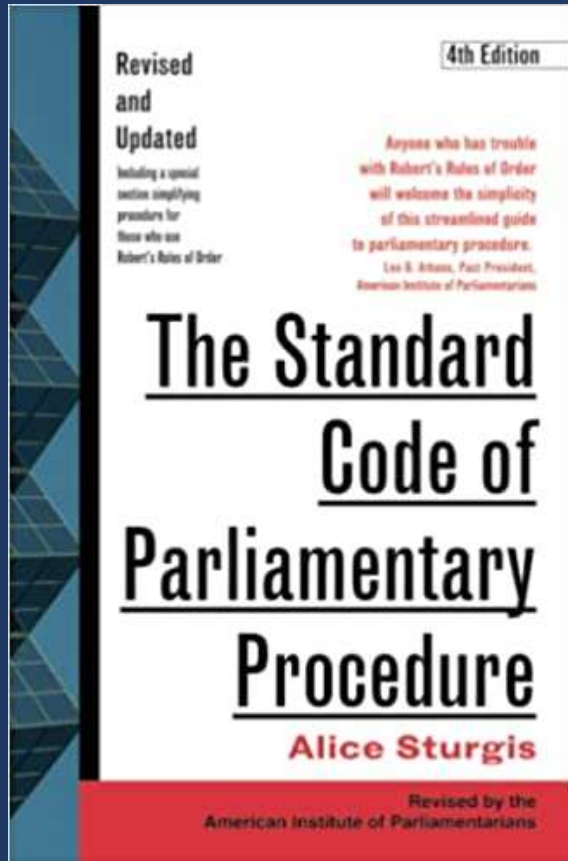
- The generally accepted rules, precedents and practices commonly used to conduct business at meetings to ensure running a legal and effective meeting.
- In other words: How to Run a Meeting



Types of Procedures

- Giving proper notice
- Reaching quorum (enough members in attendance to begin the meeting)
- Discussing and voting on issues
- Order of Business
- Minutes
- Agendas
- Voting Methods

Where Do We Find These Rules?



Where Do We Find These Rules?

- State Statutes
 - Property Owners Association Act (§§ 55.1-1815, 55.1-1816)
 - Virginia Condominium Act (§§ 55.1-1949.55.1-1953)
 - Nonstock Corporation Act
 - Article 7 (Members and Meetings) §§ 13.1-838-13.1-869.

Where Do We Find These Rules?

- Association's Governing Documents
 - Bylaws
 - Articles of Incorporations (sometimes)
 - Adopted Rules and Procedures for conduct of meetings and voting

Do Community Associations Have to Follow Parliamentary Procedures?

- Some governing documents expressly adopt certain parliamentary procedures, typically Robert's Rules, and include parliamentary procedures, such as manner of notice, quorum, voting methods, order of business, etc. Statutory provisions apply too.
- Many Associations adopt rules and procedures for the conduct of meetings.
- Applies to Board, Committee, and Membership meetings

Board Meetings vs. Membership Meetings

- Smaller Boards and Committees can be more informal
 - *(smaller: about a dozen or fewer members)*
- Small Boards can always adopt and follow more formal procedures on matters of sufficient importance or controversy.
- *Examples of less formal:* Raise hands, remain seated when speaking, discussion may occur when a motion is not pending, votes often taken by a show of hands, etc.
- Annual Meetings must be more formal due to the number of members present

Order of Business & Agenda

- Sometimes established in governing documents or by adopted rules. Example of Order of Business:
 - Open the Meeting – confirm quorum
 - Approval of Minutes
 - Reports of Officers, Boards and Standing Committees
 - Reports of Special Committees
 - Unfinished Business
 - New Business
 - Executive Session (if necessary)
 - Member Comment Period
 - Closing the Meeting
- **Agendas should follow Order of Business**

Agenda

- INFORMAL/ADOPTED

- [CALL TO ORDER]
- MINUTES OF SEPTEMBER 12 MEETING
- REPORTS
 - A. Landscaping Committee
 - Legal Counsel Update (in Executive Session)
- Adjourned.

- TIMED

7PM- [CALL TO ORDER]

7:01PM- MINUTES OF SEPTEMBER 12 MEETING

7:05PM- REPORTS

- 7:05PM -Landscaping Committee
- 7:30PM-Legal Counsel Update (in Executive Session)
- 8:30 Adjourned.

Why Quorum is So Important

- Meeting cannot legally be called to order – No actions can be taken.
- According to Roberts Rules: In the absence of a quorum, any business transacted (except for the procedural actions noted...) is null and void



What if You Don't Have Quorum?

- Continue Meeting

- Adjourn Meeting to Fixed Date and Time – note specific notice requirements in governing documents

- End Meeting

- Adjourn Meeting. Attempt a duly noticed meeting at a future date and time to be determined.

- Continue Meeting with Reduced Quorum

- If governing documents allow, quorum requirement may reduce at re-attempted meeting. Note notice requirements.

- Condominiums - Seek Court Intervention

- Petition Circuit Court if quorum cannot be reached after 3 years of good faith attempts (Condo Act § 55.1-1952(C))

Taking Action at a Meeting: Motion

- Business is brought before an assembly by the Motion of a member.
- A Motion is a formal proposal by a member, in a meeting, that the assembly take certain action.
- In assemblies following formal procedure, no discussion should occur without being preceded by a “motion” to take action.

Taking Action at a Meeting: Motions

Action	Language
Member makes a motion	"I move that the Building X be renovated at a cost not to exceed \$50K"
Another member seconds the motion	"I second"
Chair states the motion	"It has been moved and seconded that Building X be renovated at a cost not to exceed \$50K"
Discussion or Debate	"Any discussion?" (followed by discussion)
Chair puts the motion to a vote	"Those in favor....Those opposed..."
Vote results are announced	"The affirmative has it and the motion is passed" (or) "The negative has it and the motion is lost"

TIP: If following Robert's Rules or other established rules of parliamentary procedure, be aware of different types of motions (e.g., debatable, amendable) and the impact on procedure.

Debate On Pending Motion

- Chair's Responsibility to keep order in the meeting.
- Generally, chair should recognize movant to speak first.
- If chair knows of the members' views on motion, an attempt should be made to discuss/debate an alternative between perspectives.
- No person should be allowed to speak more than twice on any motion.
- If person goes off topic during discussion, the person is out of order and the chair should rule accordingly.

Minutes

- **Minutes Should Include:**

- Type of Meeting
- Date, Time & Location
- Attendees
- Time Called to Order
- Previous Meeting Minutes Adopted
- All Motions
- Executive Session – if any, state basis
- Time Adjourned
- Number of votes if count ordered or ballot vote
- Signature of Secretary



Minutes

- Tips:
 - Keep it simple – Record of Actions Taken / Not a Script
 - Clearly state the motion/action being taken
 - Identify member making motion
 - Note the votes/results of vote
- DON'T Include:
 - Secunder's name
 - Remarks of guest speakers
 - Withdrawn motions
 - Personal opinions or commentary
 - Minutes or discussions from executive session

Proxies

- A proxy is a “power of attorney” given to another to vote on a member’s behalf.
 - The proxy form is not a vote by itself
 - Appoints the proxy holder to cast member’s vote at meeting
 - Proxy holder must be present at the meeting to cast the proxy vote
 - ***NOTE: Virginia law now recognizes “absentee” ballots for Assn meetings (including quorum). Consider using this approach – easier to understand that proxies.***
- Check your documents and statutes – authority for proxies, requirements and limitations.
 - Proxies for voting and/or quorum – look out for witness requirements
 - Limits on number of votes a proxy holder can cast?
 - Condominium proxies for have minimum standards: see Virginia and DC Condominium Acts.

Final Tips and Takeaways

- Know your governing documents
 - Particularly your *Bylaws* and *Articles*
- Know your applicable statutes
 - DC/Va. Condo Acts, POA Act, and Nonstock Act
- Be aware of and know how to handle conflicts
- Have a plan in place to control meetings
 - Adopt a policy regarding conduct and decorum
- Confer with legal counsel