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Meetings and Parliamentary Procedure

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From time to time, we receive inquiries regarding how an association should run its meetings. Although many of us may consider this to be almost second nature, it is certainly worthwhile to review the basic principles, particularly for the sake of new Board members and owners. In addition, many Boards have also found that it was helpful to make their meetings more formal when dealing with larger or more controversial issues. Finally, a well-run and organized meeting can help the Board conduct its business more efficiently.

For many communities, the first question that arises is how an association determines when a quorum has been established. Primarily, this is determined by the Association's governing documents, but it must also be consistent with your state's laws. For example, the Virginia Condominium Act specifies that a quorum for a condominium association meeting may not be less than persons representing 10% of the total votes in the association but fixes no minimum for a board of directors meeting. Typically, your association's governing documents will clearly specify the required number of owners or percentage of the

membership that must be present in order to establish a quorum. Be sure to make particular note of whether the quorum requirements are different for membership or annual meetings and regular Board meetings.

Once quorum has been established, the Board must turn to how the meeting should be conducted. Governing documents rarely provide much detail on this topic, beyond describing a basic agenda. As a result, the Board or the membership will look to either adopt its own or a pre-established set of "rules of order" that govern how its meetings will be conducted. While there are a few different model rules of order, Robert's Rules of Order are the most widely used. If you have ever perused a recent edition of Robert's Rules of Order, you will find that there is an incredible amount of detail. While it may not seem obvious upon first glance, Robert's does provide a basic blueprint that most associations follow in conducting its meetings. Most Boards are able to follow Robert's general guidelines while keeping their procedures relaxed and informal.

Finally, we receive many questions regarding how a Board should deal with disruptive members. Although not required in the District of Columbia, Virginia and Maryland requires meetings to include an opportunity for the members to direct comments to the Board. In dealing with disruptive members or in anticipation of a controversial meeting, the Chairperson (typically the President) must be prepared to control the meeting. To that end, it may be helpful to review the rules and procedures prior to opening the meeting for comment. In addition, it may also be helpful to impose a time limit, and allow only one comment per member until all members have had an opportunity to speak. Comments should be directed only toward the Chair and not toward another member. Finally, the Chairperson should be prepared to be firm and declare any comments or interruptions as being out of order. Keep in mind, however, that all members are entitled to an opportunity to speak; listen to the member's comments and be respectful. Some members who appear disruptive are simply frustrated by a particular situation. Inviting them to get involved (by joining a committee, for example) or noting that their comments are appreciated and will be taken seriously can help resolve the situation.

If, despite your efforts to control the meeting, the meeting cannot be controlled, the Chair may want to move to temporarily adjourn the meeting. When you reconvene, perhaps consider asking the disruptive person or persons to leave the meeting if you still cannot control the meeting. In the alternative, reconvene in a non-public place and do not permit the disruptive member to attend. In extreme cases, you may ultimately have to contact the police, but under no circumstances should any member or director attempt to physically remove the disruptive member from the meeting.

Of course, this memo only provides a brief overview of the mechanics of meetings and the potential problems that can occur. If you have particular questions regarding meetings in your community, please contact any one of our community association attorneys.