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Quorums: What are they and how are they met?

A quorum is the number of votes¹ required to be in attendance for actions at a meeting of the Association or Board to have effect. Each Association's Governing Documents should specify the number of votes constituting a quorum for each type of meeting. Statutes impose the minimum requirements to achieve a quorum and supplement if the Governing Documents are silent.

Sometimes members of an Association or Board will strategically decline to be present at a meeting so that a quorum cannot be established, preventing a vote. Usually a quorum is established at the beginning of the meeting.² If people leave during the meeting, the remaining members can usually still take action.

Quorum for Association Meetings

A member can vote in person at the meeting or by proxy (if the applicable statutes and the Association's Governing Documents permit); proxy votes count towards quorum requirements.³

Unless otherwise provided for in the Declaration or Bylaws, quorum requirements for Association meetings (not Board meetings) are:

- A) for New Act condo Associations, 25% (or more if specified in Bylaws);⁴
- B) for Old Act condo Associations incorporated under the Nonprofit Corporations Act, 10% (or more if specified in Bylaws);⁵
- C) for Old Act condo Associations incorporated under the Nonprofit Miscellaneous and Mutual Corporations Act, 25% (or more if specified in Bylaws);⁶ and
- D) for HOAs, 34% (unless Bylaws provide otherwise).⁷

Quorum for Board Meetings

Quorum requirements for Board meetings are:

- E) for New Act condo Associations, at least 50%;⁸
- F) for Old Act condo Associations under both the Nonprofit Corporation Acts, at least 33.33%, or more if specified in the Bylaws or articles of incorporation; if not so specified, then a quorum is a majority;⁹

for HOAs incorporated under the Nonprofit Corporation Acts, at least 33.33%, or more if specified in the Bylaws or articles of incorporation; if not so specified, then a quorum is a majority.^{10 11}

¹ The number of votes for Association meetings is not always the same as the number of people present at the meeting. The condo Association's Declaration specifies how votes are allocated among unit owners. Sometimes, each unit gets one vote; but usually the votes are allocated according to the size of the units or some other factor. Thus, it is important to examine the Association's Governing Documents to determine how many units are needed to make up a quorum. For Board meetings, each Board member gets one vote.

² See RCW 64.38.040 (Quorum for meeting); RCW 64.34.336 (Quorums). The Old Act is silent on quorum requirements, but, if an Old Act condo Association is incorporated under one of the Nonprofit Corp. Acts, it must satisfy the quorum requirements from the applicable statute.

³ See chapter entitled: "Proxies: How is their validity determined?" for more details.

⁴ RCW 64.34.336(1) (Quorums) provides:

Unless the Bylaws specify a larger percentage, a quorum is present throughout any meeting of the Association if the owners of units to which twenty-five percent of the votes of the Association are allocated are present in person or by proxy at the beginning of the meeting.

If, for example, each unit is assigned one vote, then twenty-five percent of the unit owners (assuming there is one owner per unit) must be present to make up a quorum. But if the units are assigned a percentage of the vote based on the size of their units, it would be possible that a

quorum of votes is not present even if twenty-five percent of the unit owners are present; those unit owners might represent less than twenty-five percent of the votes.

⁵ RCW 24.03.090 (Quorum). Because it is usually not possible to tell which statute a condo Association was incorporated under, it is recommended that condo Associations comply with the more restrictive statute. In this case, this means a minimum 25% quorum requirement.

⁶ RCW 24.06.115 (Quorum).

⁷ RCW 64.38.040 (Quorum for meeting) provides:

Unless the Governing Documents specify a different percentage, a quorum is present throughout any meeting of the Association if the owners to which thirty-four percent of the votes of the Association are allocated are present in person or by proxy at the beginning of the meeting.

Under the HOA Act, it appears that the Bylaws may specify that any percentage of the votes constitutes a quorum; there is no minimum requirement. However, if the HOA is incorporated, the applicable statute will provide a minimum requirement.

⁸ RCW 64.34.336(2) (Quorums) provides:

Unless the Bylaws specify a larger percentage, a quorum is deemed present throughout any meeting of the board of directors if persons entitled to cast fifty percent of the votes on the board of directors are present at the beginning of the meeting.

⁹ RCW 24.03.110 (Quorum of directors) provides:

A majority of the number of directors fixed by, or in the manner provided in the Bylaws, or in the absence of a bylaw fixing or providing for the number of directors, then of the number fixed by or in the manner provided in the articles of incorporation, shall constitute a quorum for the transaction of business, unless otherwise provided in the articles of incorporation or the Bylaws; but in no event shall a quorum consist of less than one-third of the number of directors so fixed or stated. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by this chapter, the articles of incorporation or the Bylaws.

RCW 24.06.140 (Quorum of directors) provides:

A majority of the number of directors fixed by the Bylaws, or in the absence of a bylaw fixing the number of directors, then of the number stated in the articles of incorporation, shall constitute a quorum for the transaction of business, unless otherwise provided in the articles of incorporation or the Bylaws, provided that a quorum shall never consist of less than one-third of the number of directors so fixed or stated. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by this chapter, the articles of incorporation, or the Bylaws.

¹⁰ See RCW 24.03.110 (Quorum of directors); RCW 24.06.140 (Quorum).

¹¹ Quorum requirements for HOA Board meetings are not specified in the HOA Act; however, for HOAs that are incorporated as nonprofits, the requirements are specified.