

28--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 that constitute a Quorum. Statutes impose the minimum requirements to achieve a Quorum 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. This is true with respect to every kind of Association meeting: Proxy votes are not inferior to votes cast by members themselves and have the same effect as votes not cast by Proxy.

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);³
- B) for Old Act Condo Associations incorporated under the Nonprofit Corporations Act, 10% (or more if specified in Bylaws);⁴

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- C) for Old Act Condo Associations incorporated under the Nonprofit Miscellaneous and Mutual Corporations Act, 25% (or more if specified in Bylaws);⁵ and
- D) for HOAs, 34% (unless Bylaws provide otherwise).⁶
- E) for WUCIOA, 20%.⁷ WUCIOA also allows absentee ballots to count towards a Quorum.

Quorum for Board Meetings

Quorum requirements for Board Meetings are:

- A) for New Act Condo Associations, at least 50%;⁸
- B) 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
- C) 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
- D) for WUCIOA, a majority of the votes on the Board.¹¹ WUCIOA requires a Quorum of the Board for every vote taken.

The bottom line is that for Association meetings, the presence of a duly appointed Proxy will satisfy the same requirements as the presence of the member delegating the power. It would be prudent for an Association to confirm, prior to a vote, that Proxies are valid. Proxies cannot be used at Board Meetings.

¹ A condo Association's Declaration specifies how votes are allocated among Unit Owners. Usually the votes are allocated according to the percent ownership interest. For Board meetings, each Board member gets one vote.

² See RCW 64.38.040 (Quorum for meeting); RCW 64.34.336 (Quorums); RCW 64.90.450 (Quorum). The Old Act is silent on Quorum requirements, but, if an Old Act condo is incorporated under a Nonprofit Corp. Act, it must satisfy the Quorum requirements from the statute.

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³ 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 25% of the votes of the Association are allocated are present in person or by proxy at the beginning of the meeting.

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 Owners are present.

⁴ RCW 24.03.090 (Quorum). Because it is usually not possible to tell which statute a condo Association was incorporated under, we recommend that condo Associations comply with the more restrictive statute. In this case, this means a minimum 25% Quorum requirement.

⁵ RCW 24.06.115 (Quorum).

⁶ 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 34% 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 corporate statute will provide a minimum requirement.

⁷ RCW 64.90.450(1)

Unless the organizational documents provide otherwise, a quorum is present throughout any meeting of the unit owners if persons entitled to cast twenty percent of the votes in the association: (a) Are present in person or by proxy at the beginning of the meeting; (b) Have voted by absentee ballot; or (c) Are present by any combination of (a) and (b) of this subsection.

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

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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 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 in the corporate statute. See RCW 24.03.110 (Quorum of directors); RCW 24.06.140 (Quorum).

¹¹ RCW 64.90.450(2)

Unless the organizational documents specify a larger number, a quorum of the board is present for purposes of determining the validity of any action taken at a meeting of the board only if individuals entitled to cast a majority of the votes on that board are present at the time a vote regarding that action is taken. If a quorum is present when a vote is taken, the affirmative vote of a majority of the board members present is the act of the board unless a greater vote is required by the organizational documents.”)