

**THE CITY OF ALEXANDRIA
COMMON INTEREST COMMUNITIES
EDUCATION SERIES**



MEMBERSHIP MEETINGS

November 18, 2023

**PRESENTED BY
LUCIA ANNA TRIGIANI, ATTORNEY AT LAW
MERCERTRIGIANI LLP**

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Program Overview

- Meetings – Generally
- The Law
- Virtual Meetings
- Effective Meetings



Meeting Types

- Association
- Board
- Organizational
- Committee
- Regular
- Special



Board & Association Meetings

Required by:

- Condominium Act
- Property Owners' Association Act
- Non-Stock Corporation Act
- Governing documents or condominium instruments



Board & Association Meetings

- Association Meetings - at least once annually
- Board Meetings - more frequently
- Association Meetings - All members
- Board Meetings - Open to all members



The Law

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Source of Authority

- Condominium Act - **§ 55.1-1949**
- Property Owners' Association Act – **§ 55.1-1815**
- Nonstock Corporation Act
- Governing Documents
 - Articles of Incorporation
 - Bylaws
- Condominium Instruments
 - Bylaws



Location of Association Meetings

- Physical Location vs. Virtual vs. ***Hybrid***
 - Condominium Act - ***§ 55.1-1935***
 - Property Owners' Association Act - ***§ 55.1-1832***
- Board discretion unless ***prohibited*** by governing documents.



Notice of Association Meetings

Depends on:

- Type of meeting – Annual Meeting **or** Special Meeting.
- Type of community – condominium **or** property owners association.
- Whether association is incorporated.



Notice of Annual Meetings

- ***Condominium Unit Owners Associations*** –
 - At least ***21 days*** prior to meeting - Condominium Act - § 55.1-1949
- ***Property Owners' Associations*** –
 - At least ***14 days*** prior to meeting - *Property Owners' Association Act* - § 55.1-1815
- ***If incorporated*** –
 - Not more than ***60 days prior*** to the meeting - *Nonstock Corporation Act* - § 13.1-842



Notice of Special Meetings

- ***Condominium Unit Owners Associations***
 - At least **7 days** prior to meeting -
Condominium Act - § 55.1-1949
- ***Property Owners' Associations***
 - At least **7 days** prior to meeting - *Property Owners' Association Act* - § 55.1-1815
- ***If incorporated***
 - Not more than **60 days prior** to the meeting -
Nonstock Corporation Act - § 13.1-842



Notice of Association Meetings

Always review governing documents
and condominium instruments.
Satisfy most ***restrictive*** timeframe.



Association Meeting Notice

- Must include:
 - Time and Date
 - Place
 - Purpose (for **special** meeting)
- U.S. Mail or hand-delivered to Owners ***at address of Record***
- Electronic – Owner Consent and Certification
 - *Virginia Condominium Act - § 55.1-1949*
 - *Property Owners' Association Act – § 55.1-1815*



Agenda

- May be specified in governing documents or condominium instruments
- Certification of Notice
- Quorum Determined
- Officer and Committee Reports
- Elections
- New and Old Business (Open Forum)



Quorum

The minimum number of members required for a group to conduct business.



Quorum

Condominium Unit Owners Associations

- Bylaws
- Condominium Act - § 55.1-1952.A:
 - As specified in condominium instruments
 - ***If not specified in the condominium instruments*** – persons entitled to cast 33-1/3 percent of the votes
 - Percentage may be larger but **not** less than 10 percent



Quorum

- ***Property Owners' Association Act*** – does ***not*** address quorum
- ***Nonstock Corporation Act*** – § 13.1-849.A
 - As specified in Bylaws
 - If Bylaws silent – 1 / 10 of votes entitled to be cast



Lack of Quorum

Review governing documents in preparation for the meeting!

- Authority to continue meeting –
 - Recess
 - Adjourn to a fixed date and time
 - Quorum Reduction
- Consider impact of not convening meeting.



Lack of Quorum

Virginia Condominium Act

Section 55.1-1952.C

- Association **or** Unit Owner may petition court to reduce quorum requirement
- Pre-conditions:
 - No Annual Meeting due to lack of quorum for **3 consecutive years**; and
 - Good faith attempt to convene meetings



Lack of Quorum

Nonstock Corporation Act

Section 13.1-840

A court may order a membership meeting when:

- There has been no annual meeting for **15 months** since the last Annual Meeting; or
- A demand for a Special Meeting was submitted and
 - Notice of the Special Meeting was not issued within 30 days of the demand; **or**
 - The Special Meeting was not held in accordance with the notice.



Voting

- In **Person**
- By **Proxy**
- **Absentee Ballot**
 - Electronic
 - Paper



Proxies

Condominium Unit Owners Associations

- *Bylaws control*
- Condominium Act - § 55.1-1953.D
 - Signed by one unit owner of record
 - Dated
 - Revocable with Notice
 - Terminates after first meeting
 - Explanation of an uninstructed proxy
 - Electronic transmission



Proxies

Property Owners Associations

- ***Governing documents control*** – most often **bylaws**.
- Property Owners' Association Act does ***not*** establish proxy requirements.
- Nonstock Corporation Act only requires proxies to be in writing - § 13.1-847.



Voting

Condominium Unit Owners Associations

- Condominium Act - **Section 55.1-1953** - either:
 - Undivided interest assigned each Unit
 - Square Footage
 - Par Value
 - One vote per Unit
- Voting procedures established in the Bylaws
 - Cumulative voting?
 - Secret ballot?
 - Bullet voting?
 - Absentee or mail-in voting?
 - Electronic?



Voting

Property Owners' Associations

- Review governing documents – some communities have established voting procedures
- Most Common: “one lot, one vote”
 - Cumulative voting?
 - Secret ballot?
 - Bullet voting?
 - Absentee or mail-in voting?
 - Electronic?



Voting

Absentee Ballot

- Condominium Act - **§ 55.1-1953.E**
- Property Owners' Association Act - **§ 55.1-1815.H**
- Unless expressly prohibited by governing documents, condominium instruments.
- Members voting by absentee ballot are deemed present – for all purposes.



Electronic Voting Authority

- The rule - Permitted **unless** prohibited.
- Statutory Authority
 - **Condominium Act** – Sections 55.1-1935 and 55.1-1953
 - **Property Owners' Association Act** – Sections 55.1-1832 and 55.1-1815
 - **Nonstock Corporation Act** – § 13.1-847.1



Electronic Voting Considerations

- When must voting occur?
 - ***During*** the meeting
 - ***Before or After*** the meeting
(aka *absentee voting*)
- Are secret ballots required?
 - Attention must be given to *process*
 - Preserving secret ballots with proxies
- Voting by proxy or by ballot.



Non-Electronic Options

- Associations ***must*** reasonably accommodate owners with non-electronic alternatives
 - Condominium Act – ***Section 55.1-1935***
 - Property Owners' Association Act – ***Section 55.1-1832***
- No reason required
- Common alternatives?
 - **Telephone**
 - **Proxy**
 - **Email Ballot**
 - **Hybrid**



Suspending the Right to Vote

- Authority must be established in **recorded** documents and statute.
- Established (written) Board policy – ***Record Date***
- Policy should be reviewed and adopted at least two months prior to meeting.
- Policy should be briefly summarized in meeting notice.



Virtual Meetings



Statutory Authority

Effective July 1, 2021

- Meetings (Association, Board, Committee) may be held entirely by electronic means (telephone, video, etc.) subject to adopted guidelines.
- Two Board members ***no longer required*** to be present in person for Board meetings.

Property Owners' Association Act - § 55.1-1832.F

Condominium Act - § 55.1-1935.F



Virtual Meeting Guidelines

Must ensure that:

- Persons accessing the meeting are authorized to do so; and
- Persons entitled to participate have an opportunity to do so



Implementation

- ***Verify attendees*** as members or proxies.
- Provide attendees with an opportunity to ***participate***.
 - Hear proceedings
 - Participate in proceedings
 - ***Vote***



Recording

- Unit owner may record open portion of meeting.
 - Audio Taping – **Yes**
 - Video Taping – **Yes**
- Board may adopt rules.
 - Placement and use of equipment.
 - May request but not require owner to provide notice of recording.



Virtual Meeting Tips

- Require registration for attendees.
- Establish and communicate ground rules.
- Position camera properly – at eye level.
- Prepare materials in advance.
- Rehearse the meeting.
- Review meeting settings.



Virtual Meeting Etiquette

- Make introductions at beginning of meeting.
- Ensure background is clean and work-appropriate.
- Look into camera when talking instead of looking at yourself.
- Be aware of audio and video settings.
- Eliminate distractions and avoid multitasking.
- Be mindful of background noise; mute when appropriate.
- Do not eat.



Effective Meetings



Planning Considerations

- Kind of meeting.
- Governing document requirements.
- Timely notice of meeting.
- Meeting script.
- Election procedures.
 - Adopt Guidelines
 - Election Committee
 - Call for Candidates
 - Floor Nominations
- Voting.
 - Proxies
 - Absentee
 - Ballot



Effective Meetings

- Preparation
- Agenda
 - Organized
 - Complete Supporting Documentation
- Notice
- Venue – In Person or Virtual



Agenda

- Governing Documents or Condominium Instruments may address.
- Set by President
 - In consultation with Management
 - In consultation with Board members



Meeting Minutes

- Record of Action Taken
- Brief
- Consistent Format
- Timely prepare & approved
- Content – Date, Time, Place, Attendance
- Signed by Secretary



Meeting Minute Tips

- Follow Agenda.
- Listen carefully.
- Pause to make sure motion is clear.
- Repeat motion.
- Transcribe as soon as practicable.



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