

## THE BASICS

Procedures for calling and conducting meetings of the members are governed by an association's bylaws.

There are three main types of association meetings:

- **Annual:** Annual meetings are required by and typically called for the purpose of electing directors and discussing the current financial status of the association.
- **Special:** Special meetings are meetings called to discuss and vote on a specific matter. Special meetings are commonly called to vote on special assessments, transition from developer control, or removal of directors.
- **Townhall:** Townhall meetings are purely informational meetings or gatherings of homeowners with no official business or votes to conduct.
- Most association bylaws provide for association meetings to be conducted in accordance with Robert's Rules of Order.
- If the bylaws do not address how meetings are conducted, the Board of Directors or members can set the rules of order and conduct for the meeting.
- Unless an association's bylaws provide otherwise, Boards of Directors can prohibit the audio or video recording of membership meetings.

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### NOTICE OF MEETINGS:

- ◆ Notice requirements are governed by an association's bylaws, but for condominiums and for homeowners associations subject to the Georgia Property Owners' Association Act (POA), annual meetings require at least 21 days' notice and special meetings require at least 7 days' notice.
- ◆ Meeting notices are typically required to be sent to the address that the owner files with the association's secretary, but, if an address is not registered, to the lot or unit the owner owns in the community.
- ◆ *Even if the governing documents for an association provide that delinquent owners are unable to vote at a meeting, delinquent owners are still entitled to a notice of the meeting and also entitled to attend the meeting. Some docs, unfortunately, require certified mail notice.*
- ◆ Email, websites and/or community bulletin boards are only sufficient ways to provide notice if the governing documents allow or if owners agree to accept notice by these means and waive all further notice requirements.
- ◆ Notices for an annual meeting must contain the time, date and place of the meeting. Notices for special meetings are commonly required to also state the purpose of the meeting.
- ◆ Failure to comply with notice requirements in an association's bylaws can, if an objection is properly raised, invalidate the meeting and any actions taken at the meeting.

### QUORUM:

- ◆ Quorum is the minimum number of people that must be present (typically in person or by proxy) at a meeting to call the meeting to order and conduct official corporate business.
- ◆ Quorum is determined by the association's bylaws.
- ◆ *Delinquent owners are not automatically exempted from the quorum, but may be exempted if authorized in the bylaws.*
- ◆ If a quorum is not achieved, the association cannot conduct any official business and cannot take any membership votes on any matter, including elections.

### PROXIES:

- ◆ A proxy is a written statement by an owner authorizing another person (proxy holder) to act and vote on the owner's behalf at a meeting.
- ◆ To be valid, a proxy must be signed by the owner, specify the person acting as proxy, and for condominiums and POA's, be dated.
- ◆ Unless the bylaws provide otherwise, a proxy holder is not required to be a member of the association.
- ◆ A proxy can be general or directed. A general proxy allows the proxy holder to vote as he/she deems appropriate. A directed proxy requires the proxy holder to vote as directed by the owner.
- ◆ *Unless the bylaws provide otherwise, delinquent owners can act and vote as proxy holders for non-delinquent owners.*
- ◆ Although proxies are helpful for establishing quorums, in most cases, associations are not required to provide proxies and owners are not required to use the association's form.

*\* Individual situations may vary.*

*This document is not intended to use as specific legal advice.*

