THE CITY OF ALEXANDRIA COMMON INTEREST COMMUNITIES EDUCATION SERIES



MEMBERSHIP MEETINGS

November 18, 2023

PRESENTED BY LUCIA ANNA TRIGIANI, ATTORNEY AT LAW MERCERTRIGIANI LLP



Program Overview

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



Meeting Types

Association

- Committee
- Board
 Regular
- Organizational
 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





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
 - <u>Not more than</u> 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

 <u>Not more than</u> 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.



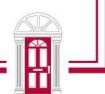


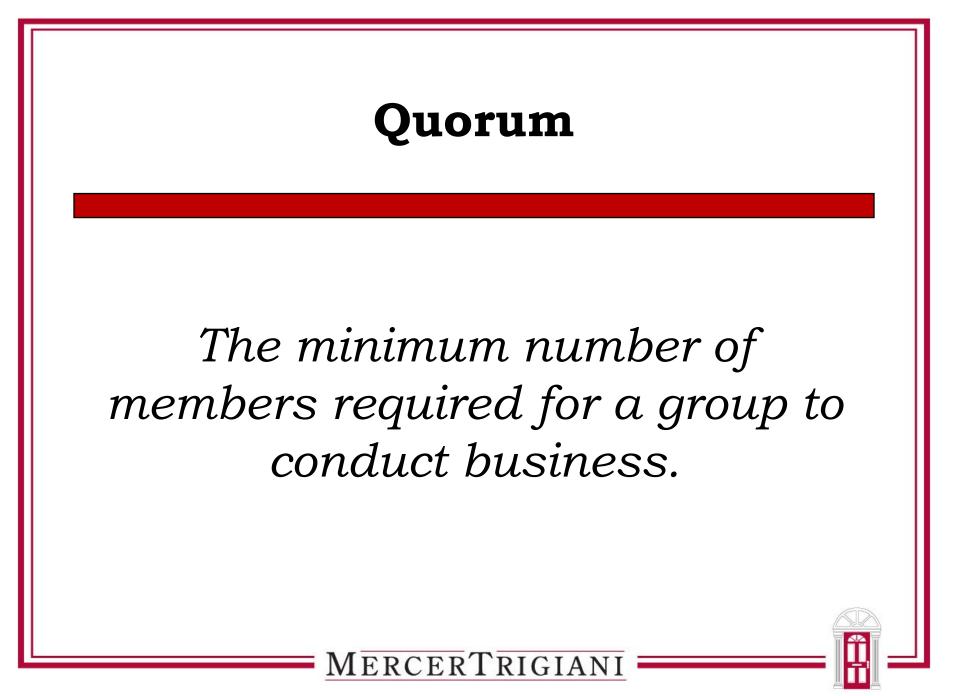
Association Meeting Notice

- 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

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 <u>not</u> 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?
 - Bullet voting?
 - Electronic?

- Secret ballot?
- Absentee or mail-in voting?



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?
 - **Electronic?**

- Absentee or mailin voting?

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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

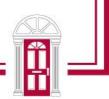
- When must voting occur?
 - **During** the meeting
 - **Before or After** the meeting (aka *absentee voting*)
- Are secret ballots required?
 - Attention must be given to process
 - Preserving secret ballots with proxies
- Voting by proxy or by ballot.



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?





Suspending the Right to Vote

- Authority must be established in **recorded** documents and statue.
- 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 workappropriate.
- 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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