

Board Meeting Quorum

Does your organization have difficulties reaching a quorum during board meetings? Are the board members reluctant to make an effort to attend meetings regularly? How do quorum statutes affect the running of business during a meeting? Here are some guidelines.

What is a quorum?

A quorum refers to the minimum number of board members entitled to vote who must be present at a meeting before any business can be transacted legally. The principle behind setting a quorum is to prevent a totally non-representative action by a very small number of board members present.

How to set a quorum?

Generally the bylaws specify the number or percentage of members needed to reach a quorum. It should approximate the largest number that can be depended on attending any meeting, not counting unforeseeable conditions. If there are no provisions in the bylaws, the common parliamentary law determines the case: majority or one more than half of all eligible members.

Check the state laws before setting a quorum for the board. Provisions smaller than the law are illegal; higher ones are permissible. Sometimes, higher quorums are set for very important matters like amending bylaws. State laws may also specify if proxies, delegation of authority to vote, are allowed. This, however, is more applicable for large member meetings and generally is not a good practice for board decision making.

Absence of a quorum during a meeting

The presiding officer or the secretary determines whether a quorum exists before the meeting starts. This does not need to be announced. If the minutes do not mention that a quorum was present, it is so assumed.

If a quorum cannot be reached, any transaction of business is void and the meeting needs to be adjourned immediately. The only business that can be carried out is to a fix time to adjourn or recess, or to take measures to reach a quorum. Even if those present unanimously agree to continue, the prohibition of transacting business cannot be waived. Under very special circumstances, if an important opportunity would be missed, members might consider taking a risk and act in an emergency, with the hope that their decision will be ratified later during a meeting when a quorum is present.

The requirement of having held a meeting, however, has been met even if a quorum was not reached.

Once the meeting is duly called to order, it can continue. Members leaving the meeting after that does not mean that the quorum requirements are no longer met. This provision prevents one or a few members from manipulating the course of the meeting when the opinion seems to go against their will. State laws differ on breaking a quorum; it is wise to check this issue first.

Vacancies on the board, which reduce the board to less than a quorum, need to be filled first before any action can be taken.

How to better meet your board meeting quorum?

Lowering the quorum could be the easy answer but it is not recommended. What is the purpose of a board meeting? This is the occasion when the entire board gets together to do an important part of its work: to review policies, make new ones, discuss issues and deliberate. One of the board member's basic responsibilities is to attend and participate in meetings. Absence is not carrying out this obligation. A low quorum encourages bad habits among board members.

A better approach could be to look at the reasons why board members do not attend meetings and change the conditions. A list of good questions to ask:

- Are the meetings boring, badly prepared, or poorly chaired?
- Are all the meetings necessary?
- Are the meetings too long, held at an inconvenient time, or not scheduled enough in advance?
- Is the place of the meeting inconvenient?
- Is everyone well aware of the requirement to attend the meetings?
- Do the bylaws have a resignation clause for missing a certain number of meetings?

References

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