More Than Just a Meeting...Your Annual Members Meeting

Last week I met with a great group of owners who serve on the board of their association. They are contemplating a number of issues for their Association that require a vote of the members. As we were putting together the plan for their meeting, the question came up: Who makes the motion to approve the minutes of the last annual meeting? In prior years, the minutes reflected that the board members had done this. Unfortunately, incorrectly so.

An Annual Meeting is a meeting where the Directors have no control as a board. At this meeting, they should not sit at a “head table.” Individually, they act as any other owner would in casting their vote on the issues and for the election of any new directors, but this meeting is not the same as a Board meeting. Most frequently, the President will act as the Chairperson of the meeting. However, it would also be appropriate that the membership nominate and appoint a Chairperson for the meeting. The Chair would then go through the agenda, and act on the items as they come up. Pre-meeting preparation may include preliminary remarks by the Chairman prior to formally starting the meeting. This is helpful particularly when unusual or complicated business is to come before the meeting. In such preliminary remarks, the presiding officer can explain what business is expected at the meeting, the manner by which a member can be recognized to speak at the meeting and at what point each item of business may properly be brought before the meeting.

As this is a members meeting, when the minutes are presented to the membership for approval, it is appropriate for a member in attendance to make the motion to accept as presented and another to make the second. A voice vote for all in favor is also appropriate. The agenda for this meeting should be specific as to the items to be addressed and voted on. The board members, acting as any other owner, may certainly make a motion and all present should vote. Voting is the method of expressing the collective will of the membership. There are five basic ways for that voting process to take place: (1) by “general consent,” (2) by “voice vote,” (3) by “show of hands,” (4) by “roll call,” (5) by “ballot” or voting machine. Each type of voting can be used effectively at a well run meeting of the members.

Voting by “general consent” is most often used when there is no objection to an issue before the membership. The chairman of the meeting will simply ask if there is any objection to the motion on the floor and, if there are none, the chairman will declare that the motion is approved. “Voice voting” is used when an issue before the members is relatively non-controversial. The chairman of the meeting will ask for those in favor of the issue to say “aye” and for those opposed to the motion to say “no.” The chairman will then rule on which group carried the motion. A voice vote should be taken only when the motion requires a majority vote, and if a member disagrees with the ruling of the chairperson on the voice vote, the member may request a count by one of the other voting methods.

Voting by “show of hands” is often a simple sight version of a voice vote, and does not necessarily require that an actual count of hands be made. An exact count of the hands can be made, but an exact count by roll call or by ballot is more correct. A “roll call” vote requires that the name of each member present be called allowing for a response of “yes” or “no” to be made on the issue. Because a roll call vote is both time consuming and tedious, it is rarely used at association meetings.
Voting by “ballot” or voting machine is the preferred alternative when an exact vote tabulation is desired. Unless the association bylaws provide for an alternative method of election, voting by ballot or by voting machine is required for electing board members.

Ballots are also recommended on votes to waive or reduce reserves, to waive or reduce financial statement requirements, to amend documents and other votes where the statutes may require the use of a limited proxy. I have to add a strong caveat here as it relates to the very strict and specific requirements of Florida condominiums that the use of a Limited Proxy is required for those items named above, with a strict period of notice prior to the meeting. This process and time frame requirement for notices cannot be avoided.

A vote by ballot is secret and no owner should permit another to mark his or her ballot. The tabulation or counting of the ballots should be done by appointing inspectors of the election. Homeowners not related to candidates if an election tabulation is being done; volunteers if the vote is for other than an election with guidance from your management team or other if specified by your documents. During the period when the tabulation is being done, it is appropriate to temporarily “adjourn” the meeting to be reconvened when the tabulation has been completed and the meeting proceeds to the remaining business on the agenda.

Adjournment concludes the proceedings, and in almost all cases, it occurs because there is no further business to come before the meeting. On rare occasions, a simple ending of the meeting may not be desired or may not be easily accomplished. Under such circumstances, the presiding officer must be prepared to deal with the unusual or unexpected. Since the motion to adjourn the meeting is the highest priority motion available from the floor, the presiding officer may need such a motion to be made if the meeting becomes disruptive or unruly. When made in simplest form, the motion to adjourn is not debatable and it may be made, seconded and voted on before control of the proceedings is lost.

A successful annual meeting requires planning in advance, clear communication to the members to gain consensus on the issues to be determined, planning for the unexpected and oh yes, planning in advance.