



# HOR COMMUNICATIONS AVOIDING A MUTINY JASON L. GROSZ

GOOD COMMUNICATION DOES NOT ASSURE SMOOTH SAILING – BUT WITH POOR COMMUNICATION, THE JOURNEY IS CERTAIN TO HIT ROUGH WATERS.

## OVERVIEW

### GOOD COMMUNICATION INCLUDES:

- ✓ Holding required owner meetings in accordance with governing documents and statutes.
- ✓ Maintaining Association documents and records in accordance with the governing documents and statutes.
- ✓ Maintaining Association accounts in accordance with the governing documents and statutes and providing assessment information.
- ✓ Providing information required by governing documents and statutes.
- ✓ Adopting rules setting forth Association policies and procedures:
  - Enforcement
  - Collection
  - Records Inspection
- ✓ Holding meetings of the Board of Directors in accordance with the Bylaws and statutes.
- ✓ Responding to owners questions and concerns in a timely and courteous manner.
- ✓ Educating owners.
- ✓ Providing opportunities for owners to be involved.
  - Committees
  - Work groups
  - Social activities

### I. OWNER MEETINGS

**Annual Meetings:** Must hold at least one meeting per year.

**Purpose:** Elect directors whose terms expire. Some Associations:

- Approve annual budget or increase annual assessment
- Provide annual financial reports and information

**Quorum:** 20% unless your bylaws specify otherwise.

Note: The PCA and OCA provide if any meeting of the association cannot be organized because of a lack of a quorum, the owners who are present, either in person or by proxy, may adjourn the meeting. The quorum requirements for a subsequent meeting is the greater of:



- One-half of the quorum required in the declaration or bylaws; or
- The minimum 20 percent requirement.

**Notice:** Notice must include:

- X Time and place of meeting
- X Items on the agenda, including:
  - General nature of any proposed amendment to the declaration or bylaws.
  - Any budget changes
  - Any proposal to remove a director or officer.

**Deliberative Body:** All members of the Association (can be present in person or by proxy)

**Special Meetings.**

**Purpose:** Pressing issues, special assessment, amendment approval; removal of director.

**Who Can call:** President of the Board

A majority of directors

Percentage of owners specified in Bylaws (10%-50%)

If your Bylaws are silent, 30%

**Notice:** Notice specified in Bylaws.

- Statutory default: Not less than 10 nor more than 50 days.
- In addition to the requirements noted above, the notice must state purpose of meeting.

**Quorum :** 20% unless otherwise specified in Bylaws.

*Note: Some Bylaws prescribe specific quorum requirements for special meetings called for specific purposes such as to approve a special assessment.*

**Deliberative body:** Owners.

**II. BOARD MEETINGS**

**Definition.** Under PCA and OCA a meeting means a "convening of a quorum of members of the board of directors where matters relating to association business are discussed."

**Type of Meetings.**

**Regular Meetings:** Typically, monthly or other set periodic meeting.

**Special Meetings:** Called for special purpose.

**Emergency Meetings:** Only type of meeting that can be held via telephone or other by the use of a means of communication that allows all members of the board participating to hear each other simultaneously or otherwise to be able to communicate during the meeting.

- ✓ Must be a bona fide emergency.
- ✓ Owners have a right to attend (to the extent feasible).

**Notice Requirement.**

**Directors:** Must be given in accordance with the Bylaws.

**Owners:** Three days by "a method reasonably calculated to inform owners of the meeting."



Quorum Requirement: Typically, a majority of the Board.

Deliberative Body. Board members.

*Note: Owners, other than Board members, may not participate, unless permitted.*

Executive Session.

- NOT its own type of meeting.
- Board must adjourn into executive session from a properly noticed Board meeting.
- Circumstances:
  - Consultation with legal counsel concerning the rights and duties of the association regarding existing or potential litigation, or criminal matters;
  - Personnel matters, including salary negotiations and employee discipline;
  - Negotiation of contracts with third parties; and
  - Collection of unpaid assessments.

### III. ELECTRONIC COMMUNICATIONS

When Permitted. The PCA and OCA provide that in the discretion of the board of directors, any notice, information or other written material required to be given to an owner under the declaration or bylaws or the PCA or OCA, may be given by electronic mail, facsimile or other form of electronic communication. However, notice may not be given electronically for the following:

- ✓ Failure to pay an assessment;
- ✓ Foreclosure of an association lien under ORS 94.709 or 100.450; or
- ✓ An action the association may take against an owner.

Owner's Choice. The PCA and OCA provide that an owner may decline to receive notice by electronic mail, facsimile or other form of electronic communication and may direct the board of directors to provide notice in the manner required under the declaration or bylaws or the PCA or OCA.



## REMEMBER FOR MEETINGS

- Make sure all owners or Board member receive the required notice.
- Everyone in the deliberative body has an opportunity to make their position known on the record.
- Be fair and even-handed.
- Take meeting minutes: "Minutes are minutes, they are not hours."
- Stick to Robert's Rules of Order.

