

Quorum for Board Meeting

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.

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What Is a Quorum, and Why Is it Important?

A quorum is the minimum number of board members entitled to vote who must be present at a board meeting before any business can be transacted legally. Quorum requirements should be specified in the organization's bylaws.

Without a quorum, any votes taken and any decisions made in a meeting are invalid and must be brought up and voted on again with the appropriate number of board members present. If there is no quorum, the board chair should set a new date for the meeting and then thank and release those members who are present.

A quorum ensures that a small number of board members do not take non-representative actions that bind the organization. BoardSource recommends that all nonprofit boards carefully determine what should constitute their quorum and codify it in their bylaws.

How Can a Nonprofit Board Set a Quorum?

Many organizations ask if there is a magic formula for determining what should constitute a quorum. Unfortunately, there isn't. Quorums may be set at half of the current number of board members or half plus one member, with certain votes requiring a two-thirds majority. You should strive to set a quorum number that is representative of the full board. Boards are intended to be deliberative and representative.

If your organization's bylaws currently do not define your quorum — which can be either a number or a percentage of members — check your state laws first to determine the minimum requirement. Many state laws set a quorum as a majority of voting board members, but some allow a quorum to be as low as one-third of the board. These laws will also include other useful information such as whether such things as proxies or delegation of authority to vote are allowed.

It is always useful to contemplate every possibility, including the worst-case scenarios, when defining decision-making quorum standards for the board. For example, a board with 16 members and a 50 percent quorum requirement means that a meeting can be held when eight members are present. Then, if the bylaws require a simple "majority of a quorum" to carry a vote, five members (a majority of the eight in attendance) can determine the fate of an issue. This is approximately one third of the board taking action that binds the entire organization.

Some boards set a high quorum, such as at 100 percent, hoping to ensure full representation. This often backfires and the boards find themselves never able to reach quorum. It is up to your organization to determine what is a good balance between the need for full representation and what is realistic. A sample quorum policy is provided

-below. Please note that this is a sample only, and policies should be customized to meet your organization's needs and adhere to state laws, as applicable.

Can You Have a Board Meeting Without a Quorum?

You can still conduct a board meeting without a quorum; however, you will not be able to complete the business of the board, conduct a board vote, or make any decisions. The meeting item must be brought up and voted on at a future board meeting with the appropriate number of board members present.

What If Reaching a Quorum Is a Frequent Issue?

When a person accepts an invitation to serve on a board, they commit to participating in the board's work, which includes regular attendance at board meetings. While most board members miss meetings now and then, chronic attendance issues must be addressed. If you are consistently struggling to reach a quorum, the issue is more than one or two frequently absent people — it is a board-wide problem. Take a step back and try to determine the reason.

Are board members not prioritizing meetings? Why? It may be time to discuss improving attendance by focusing on the Duty of Care and how poor attendance hurts the organization. It also may be time to consider your board's culture and interrogate your current board processes. If current processes do not result in board members feeling valued and included, they may begin to deprioritize attendance.

Some boards struggling with board member absenteeism consider lowering the quorum, but this is an approach that, ultimately, tries to correct a bad situation with a worse remedy. It sends the wrong message to members about their obligation to attend meetings, deprioritizing and excusing their Duty of Care

Are your meetings properly structured? Taking the board's workload and current structure into account, it might make sense for the board to consider scaling back the frequency of its meetings or revising the structure of the meetings. While having members attend meetings in-person is often preferable, establishing a policy that allows board members to attend virtually can allow for flexibility should something come up.

Meeting times and duration may be issues as well. A robust **committee structure with appropriate assignments of members** often results in shorter board meetings and improved board engagement.

The above reasons are a great starting place when investigating reasons for low attendance at board meetings, but this may also be a sign of something else, presenting an opportunity to query individual board members about process, culture, and engagement.

Sample Quorum Policy

“The majority of the board members shall constitute a quorum for transacting official business of the corporation. When members are unable to be physically present, they may fully participate virtually by video or teleconference. The technology must enable board members to hear the other member(s) not physically present and enable the member(s) not physically present to hear the board discussion.”

Quorums for Nonprofit Board Governance

A quorum is a key way to ensure board deliberations are being conducted appropriately with the participation of the full board. When establishing or revising your quorum policy, consider your current practices and assess whether a change could improve attendance, inclusion, and engagement.

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