

HOA Meeting Checklist -- Delaware

Annual Meetings · Board Meetings · Quorum · Minutes

Use this checklist for every HOA meeting in Delaware. This reflects Delaware Uniform Common Interest Ownership Act (DUCIOA), 25 Del. C. Ch. 81, §§81-308, 81-308A, 81-309, 81-310, 81-318. where it applies -- always verify against your governing documents, which may set a stricter rule. This is a governance aid, not legal advice.

PHASE 1 - BEFORE THE MEETING

DETERMINE MEETING TYPE

- | | |
|--|--|
| ☐ Annual / membership meeting | ☐ Regular board meeting |
| ☐ Special membership meeting | ☐ Special board meeting |

REVIEW GOVERNING DOCUMENTS

- | | |
|---|---|
| ☐ Declaration / CC&Rs | ☐ Confirm notice deadline & method
<i>Notice: At least annually; regular/special meeting notice generally 10-60 days beforehand.</i> |
| ☐ Bylaws | ☐ Confirm quorum requirement
<i>Quorum: 20% of votes, and at least 25% of non-declarant unit owners must be present, unless otherwise specified.</i> |
| ☐ Adopted meeting/election rules | ☐ Confirm agenda notice requirements
<i>Agenda: Yes — notice must state time/place and agenda items, including general nature of proposed business.</i> |

PREPARE & SEND NOTICE

- | | |
|--|--|
| ☐ Notice sent by required method
<i>Mail / hand delivery / electronic as bylaws permit</i> | ☐ Notice includes: election information (if applicable) |
| ☐ Notice sent within required window | ☐ Notice includes: proxy instructions (if applicable) |
| ☐ Notice includes: date, time, location | ☐ Affidavit / proof of notice prepared |
| ☐ Notice includes: agenda items
<i>Yes — notice must state time/place and agenda items, including general nature of proposed business.</i> | |

Watch out: Do not copy last year's notice without checking whether the meeting involves an election, amendment, budget change, or director removal - those may require different notice language or a longer window.

BUILD THE QUORUM WORKSHEET

TOTAL VOTING INTERESTS

VOTES NEEDED FOR QUORUM

NOTICE SENT DATE

MINUTES RECORDER

QUORUM REQUIREMENT

20% of votes, and at least 25% of non-d...

MEETING DATE / TIME

NOTICE METHOD

ELECTION REQUIRED?

Yes / No

VERIFY PROXIES (MEMBERSHIP MEETINGS)

- | | |
|---|---|
| ☐ Each proxy is signed | ☐ No conflicting / duplicate proxies |
| ☐ Each proxy is dated | ☐ Proxies logged in a proxy register |

☐ Each proxy identifies the meeting

☐ Proxy validity / expiration checked

Revocable by actual notice; an undated proxy or one purporting to be irrevocable without .

☐ Proxy is from an eligible voting interest

ELECTION PREPARATION (IF APPLICABLE)

☐ Candidate eligibility confirmed

☐ Who counts ballots - identified in advance

☐ Nomination procedure followed

☐ Tie procedure established

☐ Voting method determined (secret / open ballot)

☐ Ballot / proxy forms prepared

PHASE 2 - AT THE MEETING

OPENING

☐ Call meeting to order - record exact time

☐ Identify presiding officer

☐ Confirm proof of notice

☐ Identify minutes recorder

ESTABLISH QUORUM -- BEFORE ANY VOTE

OWNERS PRESENT

VALID PROXIES

TOTAL REPRESENTED

REQUIRED FOR QUORUM

QUORUM ACHIEVED?

20% of votes, and at least 25% of non-d...

Yes / No

If quorum is not met: do NOT conduct member business. Call the meeting to order, announce the quorum calculation, and follow the applicable adjournment procedure. In Delaware: Sec. 81-309 establishes the default quorum requirements for association and executive-board meetings but does not establish a statutory reduced-quorum or reconvened-meeting procedure for failure to obtain quorum.

CONDUCT THE MEETING

☐ Follow the prepared agenda

☐ Do not vote on matters outside the agenda

Especially amendments, assessments, director removal

☐ State each motion clearly before voting

☐ Do not conduct member business at a board meeting

☐ Record who made and seconded each motion

☐ Member speaking rights observed

Open meetings: Yes — §81-308A expressly establishes open-meeting requirements and p

☐ Record the exact vote count and result

EXECUTIVE / CLOSED SESSION (BOARD MEETINGS)

☐ Valid statutory basis identified before closing

☐ Entry time recorded in minutes

☐ Exit time recorded in minutes

☐ Formal vote (if any) taken in open session after reconvening

☐ Post-session summary entered in minutes where required

Executive session is not a general privacy button. "We'd rather discuss this privately" is not a statutory basis. In Delaware, permitted categories: Four categories: (1) legal/litigation/mediation/arbitration/administrative proceedings or contract matters; (2) labor/personnel; (3) contract negotiations/bids; (4) owner complaints/alleged violations where privacy would be violated.

IF NO QUORUM -- ADJOURNMENT

☐ Quorum calculation announced and recorded

☐ Motion to adjourn made and passed

☐ New date / time / place announced or noted for re-notice

ADJOURNMENT

☐ Motion to adjourn made

☐ Adjournment time recorded

☐ All proxies and attendance records preserved

☐ Adjournment procedure followed

Sec. 81-309 establishes the default quorum requirements for association and executive-board meetings.

☐ Ballots / proxies retained

Do not discard - needed if results are challenged

PHASE 3 - AFTER THE MEETING

DRAFT MINUTES -- PROMPTLY

☐ Association name, meeting type, date, time, location

☐ Presiding officer and minutes recorder identified

☐ Proof of notice recorded

☐ Quorum calculation recorded

Owners present + valid proxies = total represented vs. required

☐ Each motion stated precisely

☐ Maker and seconder of each motion

☐ Vote count and result for each motion

☐ Election results recorded

☐ Executive session entry / exit times and any required summary

☐ Adjournment time recorded

Minutes are an official record, not a transcript. Record what was decided, not every word spoken. Avoid personal commentary. Good example: "Motion by Smith, seconded by Jones, to approve the landscaping contract for \$12,000. Passed 4-1." Bad example: "There was a long discussion and people seemed pretty divided."

RECORDS & FOLLOW-UP

☐ Minutes approved at next appropriate meeting

☐ Ballots and proxies retained

Minutes retention: Minutes of member and executive-board meetings must be maintained; cop...

☐ Records available for member inspection as required

☐ Any required post-meeting notices sent

e.g. election results broadcast, assessment notices

☐ Action items assigned with owner and deadline

☐ Next meeting date confirmed and calendared

DELAWARE QUICK REFERENCE

Governing statute	Delaware Uniform Common Interest Ownership Act (DUCIOA), 25 Del. C. Ch. 81, §§81-308, 81-308A, 81-309, 81-310, 81-318.
Member meeting notice	At least annually; regular/special meeting notice generally 10-60 days beforehand; emergency meetings may be held without prior notice.
Agenda in notice	Yes — notice must state time/place and agenda items, including general nature of proposed declaration/bylaw amendments, budget changes, proposal to remove an officer or executive-board member, and other statutory agenda items.
Member quorum default	20% of votes, and at least 25% of non-declarant unit owners must be present, unless bylaws provide otherwise.
Proxy rules	Revocable by actual notice; an undated proxy or one purporting to be irrevocable without notice is void; terminates 1 year after its date unless a shorter term is specified.
If quorum fails	Sec. 81-309 establishes the default quorum requirements for association and executive-board meetings but does not establish a statutory reduced-quorum or reconvened-meeting procedure for failure to obtain quorum.

Board meetings open	Yes — §81-308A expressly establishes open-meeting requirements and prohibits using informal gatherings or other devices to evade them.
Board meeting notice	Executive-board meetings must occur at least quarterly. Unless included in a distributed schedule or an emergency, notice generally 10-60 days beforehand, stating time, place, and agenda items, with an opportunity for unit-owner comments.
Board quorum default	Majority of board votes, unless bylaws provide otherwise.
Executive session	Four categories: (1) legal/litigation/mediation/arbitration/administrative proceedings or contract matters; (2) labor/personnel; (3) contract negotiations/bids; (4) owner complaints/alleged violations where privacy would be violated.
Minutes retention	Minutes of member and executive-board meetings must be maintained; copies of member-meeting minutes for the past 3 years must be kept at the principal office.
Citation	25 Del. C. §§81-301-81-309, 81-308A, 81-310, 81-318.

These reflect statutory defaults for Delaware and apply only when your governing documents do not specify otherwise -- your declaration and bylaws generally control. This checklist is a governance aid, not legal advice. For contested elections, amendments, director removal, or disputed voting rights, have the association's attorney review the procedure before the meeting.