

HOA Meeting Checklist -- Tennessee

Annual Meetings · Board Meetings · Quorum · Minutes

Use this checklist for every HOA meeting in Tennessee. This reflects Tennessee has no comprehensive HOA/planned-community meeting act. HOAs organized as nonprofits are governed by the Tennessee Nonprofit Corporation Act, Tenn. Code Ann. Title 48, Ch. 57 (members) and Ch. 58 (directors/officers). 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: 10 days to 2 months before the meeting. Tenn. Code §48-57-105(c)(1).</i> |
| ☐ Bylaws | ☐ Confirm quorum requirement
<i>Quorum: Unless the governing documents or another provision of Title 48 provides otherwise...</i> |
| ☐ Adopted meeting/election rules | ☐ Confirm agenda notice requirements
<i>Agenda: Annual notice must describe matters requiring member approval under specified...</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>Annual notice must describe matters requiring member approval under specified statutory p...</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

Unless the governing documents or another...

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

Permitted unless charter/bylaws prohibit or limit proxy voting. §48-57-205.

☐ 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?

Unless the governing documents or anothe...

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 Tennessee: No separate HOA-specific statutory procedure was verified — follow governing documents.

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: No general HOA statutory open-board requirement was verified.

☐ 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 Tennessee, permitted categories: No HOA-specific statutory executive-session categories were verified.

IF NO QUORUM -- ADJOURNMENT

☐ Quorum calculation announced and recorded

☐ All proxies and attendance records preserved

- ☐ Motion to adjourn made and passed
- ☐ New date / time / place announced or noted for re-notice
- ☐ Adjournment procedure followed
No separate HOA-specific statutory procedure was verified — follow governing documents

ADJOURNMENT

- ☐ Motion to adjourn made
- ☐ Adjournment time recorded
- ☐ 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: No specific statutory retention period was verified.
- ☐ 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

TENNESSEE QUICK REFERENCE

Governing statute	Tennessee has no comprehensive HOA/planned-community meeting act. HOAs organized as nonprofits are governed by the Tennessee Nonprofit Corporation Act, Tenn. Code Ann. Title 48, Ch. 57 (members) and Ch. 58 (directors/officers).
Member meeting notice	10 days to 2 months before the meeting. Tenn. Code §48-57-105(c)(1).
Agenda in notice	Annual notice must describe matters requiring member approval under specified statutory provisions; special notice must describe the matter(s) for which the meeting is called. §48-57-105(c)(2)-(3).
Member quorum default	Unless the governing documents or another provision of Title 48 provides otherwise, 10% of the votes entitled to be cast on a matter must be represented at the meeting to constitute a quorum. Once a quorum is present to organize the meeting, it may be adjourned despite a subsequent loss of quorum.
Proxy rules	Permitted unless charter/bylaws prohibit or limit proxy voting. §48-57-205.
If quorum fails	No separate HOA-specific statutory procedure was verified — follow governing documents.
Board meetings open	No general HOA statutory open-board requirement was verified.
Board meeting notice	Regular board meetings may be held without notice unless documents/statute provide otherwise; special meetings require at least 2 days' notice unless modified. §48-58-203.

Board quorum default	Unless the charter or bylaws provide otherwise, a nonprofit corporation's board quorum is a majority of the directors in office immediately before the meeting. The governing documents cannot authorize a quorum below the greater of one-third of the directors in office or two directors.
Executive session	No HOA-specific statutory executive-session categories were verified.
Minutes retention	No specific statutory retention period was verified.
Citation	Tenn. Code §§48-57-105, 48-57-203, 48-57-205, 48-58-203, 48-58-205.

These reflect statutory defaults for Tennessee 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.