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
- [ ] Special membership meeting
- [ ] Regular board meeting
- [ ] Special board meeting

REVIEW GOVERNING DOCUMENTS

- [ ] Declaration / CC&Rs
- [ ] Bylaws
- [ ] Adopted meeting/election rules
- [ ] Confirm notice deadline & method
  Notice: 10 days to 2 months before the meeting. Tenn. Code §48-57-105(c)(1).
- [ ] Confirm quorum requirement
  Quorum: Unless the governing documents or another provision of Title 48 provides otherw
- [ ] Confirm agenda notice requirements
  Agenda: Annual notice must describe matters requiring member approval under specified s

PREPARE & SEND NOTICE

- [ ] Notice sent by required method
  Mail / hand delivery / electronic as bylaws permit
- [ ] Notice sent within required window
- [ ] Notice includes: date, time, location
- [ ] Notice includes: agenda items
  Annual notice must describe matters requiring member approval under specified statutory p…
- [ ] Notice includes: election information (if applicable)
- [ ] Notice includes: proxy instructions (if applicable)
- [ ] Affidavit / proof of notice prepared

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 anoth…

MEETING DATE / TIME
_____

NOTICE METHOD
_____

ELECTION REQUIRED?
Yes / No

VERIFY PROXIES (MEMBERSHIP MEETINGS)

- [ ] Each proxy is signed
- [ ] Each proxy is dated
- [ ] No conflicting / duplicate proxies
- [ ] 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	Unless the governing documents or anoth…
QUORUM ACHIEVED?	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
- [ ] Adjournment procedure followed
  No separate HOA-specific statutory procedure was verified — follow governing documents
- [ ] New date / time / place announced or noted for re-notice

ADJOURNMENT

- [ ] Motion to adjourn made
- [ ] Ballots / proxies retained
  Do not discard - needed if results are challenged
- [ ] Adjournment time recorded

PHASE 3 - AFTER THE MEETING

DRAFT MINUTES -- PROMPTLY

- [ ] Association name, meeting type, date, time, location
- [ ] Maker and seconder of each motion
- [ ] Presiding officer and minutes recorder identified
- [ ] Vote count and result for each motion
- [ ] Proof of notice recorded
- [ ] Election results recorded
- [ ] Quorum calculation recorded
  Owners present + valid proxies = total represented vs. required
- [ ] Executive session entry / exit times and any required summary
- [ ] Each motion stated precisely
- [ ] 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
- [ ] Any required post-meeting notices sent
  e.g. election results broadcast, assessment notices
- [ ] Ballots and proxies retained
  Minutes retention: No specific statutory retention period was verified.
- [ ] Action items assigned with owner and deadline
- [ ] Records available for member inspection as required
- [ ] 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.