

HOA Meeting Checklist -- Virginia

Annual Meetings · Board Meetings · Quorum · Minutes

Use this checklist for every HOA meeting in Virginia. This reflects Virginia Property Owners' Association Act, Va. Code §§55.1-1800 et seq. For matters the POA Act doesn't cover (e.g., member quorum, proxy duration, board quorum), the Virginia Nonstock Corporation Act, Va. Code Title 13.1, ch. 10, supplies defaults for associations organized as nonstock corporations. 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: 14 days minimum for an annual or regularly scheduled meeting; 7 days minimum for a special meeting</i> |
| ☐ Bylaws | ☐ Confirm quorum requirement
<i>Quorum: The POA Act does not establish a numerical membership-meeting quorum. For a regular meeting, the POA Act requires a majority of the members of the board of directors.</i> |
| ☐ Adopted meeting/election rules | ☐ Confirm agenda notice requirements
<i>Agenda: The POA Act does not require a detailed "agenda" in the terminology used by some other states.</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>The POA Act does not require a detailed "agenda" in the terminology used by some other states.</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

The POA Act does not establish a numerical quorum requirement.

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

Unless expressly prohibited by governing documents, a member may vote in person, by proxy or by electronic means.

☐ 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?

The POA Act does not establish a numeri...

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 Virginia: Under the Nonstock Corporation Act, less than a quorum may adjourn the meeting. Va. Code §13.1-849(C). The POA Act itself does not establish a separate HOA-specific quorum-failure procedure.

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: All board/subcommittee/committee meetings where association business is conducted.

☐ 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 Virginia, permitted categories: Personnel; consultation with legal counsel; contracts/pending or probable litigation/declaration or rule violations; and personal liability of members to the association. §55.1-1816(C).

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

Under the Nonstock Corporation Act, less than a quorum may adjourn the meeting. Va. Code § 13.1-1815(G).

☐ 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 must be recorded and made available, but no fixed statutory retention period.

☐ 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

VIRGINIA QUICK REFERENCE

Governing statute	Virginia Property Owners' Association Act, Va. Code §§55.1-1800 et seq. For matters the POA Act doesn't cover (e.g., member quorum, proxy duration, board quorum), the Virginia Nonstock Corporation Act, Va. Code Title 13.1, ch. 10, supplies defaults for associations organized as nonstock corporations.
Member meeting notice	14 days minimum for an annual or regularly scheduled meeting; 7 days minimum for any other meeting. Notice must state the time, place, and purposes of the meeting. Va. Code §55.1-1815(G).
Agenda in notice	The POA Act does not require a detailed "agenda" in the terminology used by some other states' statutes — it requires notice of the time, place, and purposes of the meeting. Va. Code §55.1-1815(G).
Member quorum default	The POA Act does not establish a numerical membership-meeting quorum. For an association organized as a Virginia nonstock corporation, the default is 10% of the votes entitled to be cast, represented in person or by proxy, unless the articles/bylaws provide otherwise. Va. Code §13.1-849(A).

Proxy rules	Unless expressly prohibited by governing documents, a member may vote in person, by proxy, or by absentee ballot; electronic voting is permitted if the board has adopted electronic-voting guidelines. Proxy/absentee voters are deemed present for all purposes (§55.1-1815(H)). Under the Nonstock Corporation Act, a proxy appointment is valid for the term stated, or 11 months if no term is stated (§13.1-847).
If quorum fails	Under the Nonstock Corporation Act, less than a quorum may adjourn the meeting. Va. Code §13.1-849(C). The POA Act itself does not establish a separate HOA-specific quorum-failure procedure.
Board meetings open	All board/subcommittee/committee meetings where association business is discussed or transacted must be open to members of record. §55.1-1816(A).
Board meeting notice	Notice of time, date, and place must be published where reasonably calculated to be available to a majority of lot owners. §55.1-1816(B).
Board quorum default	Majority of the fixed/prescribed board by default; bylaws/articles may reduce it, but not below one-third. Va. Code §13.1-868(A)-(B).
Executive session	Personnel; consultation with legal counsel; contracts/pending or probable litigation/declaration or rule violations; and personal liability of members to the association. §55.1-1816(C).
Minutes retention	Minutes must be recorded and made available, but no fixed statutory retention period was verified.
Citation	Va. Code §§55.1-1815, 55.1-1816; Va. Code §§13.1-847, 13.1-849, 13.1-868 (Nonstock Corporation Act defaults). Note: Virginia's Nonstock Corporation Act has 2026 amendments with substantial changes effective January 1, 2027.

These reflect statutory defaults for Virginia 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.