WHAT IS A QUORUM?
Your Quorum Questions, Answered.

A quorum refers to the minimum number of board members entitled to vote who must be present at a meeting before any business can be transacted legally. Your board’s quorum should be specified in your 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 members present. If there is no quorum, the board chair should set a new date for the meeting and thank and release those members who are present. BoardSource recommends that all nonprofit boards carefully determine what should constitute their quorum and define that in their bylaws.

Why is a quorum necessary?
Imagine this scenario: The day before your December board meeting, a blizzard grounds all flights and prevents all but two board members from attending. At that board meeting, the two members vote out three of their fellow members and assign to themselves a signature authority for all checks over $200. This is an exaggerated example, but it makes an important point: A quorum ensures that a small number of board members do not take nonrepresentative actions that bind the organization.

How does one set a quorum?
Many organizations ask if there is a magic formula for determining what should constitute a quorum. Unfortunately, there isn’t. 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. Many state laws set a quorum as a majority of voting board members and specify whether such things as proxies or delegation of authority to vote are allowed. Some laws, however, allow a quorum to be as low as one-third of the board. But remember, these laws do not take precedent over your own bylaws — they only apply if your organization’s bylaws do not specify what a quorum is.

It is always useful to contemplate the worst-case scenarios when defining decision-making quorum standards for the board. For example, a board with 16 members and a 40 percent quorum requirement means that a meeting can be held when seven members are present. Then, if the bylaws require a simple “majority of a quorum” to carry a vote, four members (a majority of the seven in attendance) can determine the fate of an issue. This is one quarter of the board taking action that binds the entire organization. You should strive to set a quorum number that is representative of the full board.
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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. It should be customized to meet your organization’s needs.

What if reaching quorum is a frequent issue?
When a person accepts an invitation to serve on a board, the number one obligation is to come to 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 why members are missing meetings.

- Are they not prioritizing meetings in their schedules? If so, it may be time to discuss improving attendance by focusing on the duty of care and how poor attendance hurts the organization. Some boards struggling with board member absenteeism consider lowering the quorum. This is an approach that, ultimately, tries to correct a bad situation with a worse remedy, sending the wrong message to members about their obligation to attend meetings.

- 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. And while having members attend meetings in-person is often preferable, establishing a policy that allows board members to attend virtually via phone or webcam can allow for flexibility should something come up, such as unforeseen business travel.

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 by 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.

Additional Resources:

Better Bylaws: Creating Effective Rules for Your Nonprofit Board
Meeting, and Exceeding Expectations: A Guide to Successful Nonprofit Board Meetings
The Nonprofit Policy Sampler
Wrestling with Board Dilemmas: Board Meeting Attendance