

# What Is a Quorum FAQs



Quorum questions are the most common searches on the Jurassic Parliament website. We hope that this guide to frequently asked questions will address your issues.

This article is based on *Robert's Rules of Order Newly Revised, 12th edition*. Read about quorum in Chapter XI, Section 40. As always, nothing in this article constitutes legal advice. Consult a qualified authority for information about your specific issues.

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## TABLE OF CONTENTS

### ■ QUORUM BASICS

1. What is a quorum?
2. How is “quorum” different from “votes cast”?
3. Who or what defines the quorum?
4. How large should a quorum be?
5. Who announces the quorum?
6. When do you need a quorum?
7. Can you suspend the quorum requirement?
8. What does it mean to say “majority of the quorum”?
9. What is the origin of the word “quorum”?

### ■ LOSING THE QUORUM

10. If we don’t have a quorum at the start of the meeting, what actions can we take?
11. If we have a quorum at the start of the meeting, does it continue regardless?
12. Can someone leave to break the quorum?
13. If you’re in the room and say nothing, are you still part of the quorum?
14. What if nobody says anything about losing the quorum?
15. If you abstain, does that affect the quorum?

### ■ QUORUM PROBLEMS

16. What if state law says something different about quorum?
17. What is a “walking quorum,” “rolling quorum,” or “serial meeting”?
18. What is the IRS position on quorums?
19. What if my nonprofit board has gathered but we’re short of a quorum?
20. What if we can’t obtain a quorum to amend our bylaws?



## ■ QUORUM BASICS

### 1. What is a quorum?

The quorum is the minimum number of voting members who must be present at a meeting for business to be done.

### 2. How is “quorum” different from “votes cast”?

“Quorum” is a passive condition. It gets you ready to take action. “Casting votes” is an active condition, when you vote to approve or deny a particular proposal. The quorum refers to the number of members present, not to the number actually voting on a particular question. The quorum allows you to vote, but is not itself a vote. It is not required that everyone who is part of the quorum should vote for a vote to be valid.

### 3. Who or what defines the quorum?

Your state law may set minimum quorum requirements for your organization. Within those requirements, your bylaws (or “constitution and bylaws” if you have such a document) defines the quorum. If the bylaws fail to specify the quorum, by common parliamentary law, it is a majority (more than half) of the members eligible to vote.

For a board of directors, ordinarily the quorum is counted based on the number of directors actually serving in office (the entire membership). For example, if on a nine-member board all director positions are filled, a majority of the entire membership is five. If two people have resigned, a majority of the entire membership is four. It sometimes happens that bylaws set the quorum as a percentage of the “fixed membership,” meaning all the positions on the board. In that case, in our example the quorum would be five, no matter how many vacancies existed.

We recommend setting the quorum as “either a [specific] percentage of the members, or a fixed number, whichever is lower.” Here are some examples of percentages:

Number of members	Majority of members (more than 50%)	30% of members
100 people	51	30
50 people	26	15
10 people	6	3
5 people	3	2

Note that you can’t have a fraction of a person! 30% of 5 equals 1.5 people, so the number is rounded up to reach a quorum requirement of 2 people.

### 4. How large should a quorum be?

The answer will depend upon the size of your organization. For a small board, the requirement of a majority is reasonable. For a large organization, it may be difficult or even impossible to obtain the attendance of a majority of the members at a meeting. *Robert’s Rules of Order* recommends setting a number that is as large as can reasonably be depended upon to be present at any meeting, except in very bad weather or other exceptionally unfavorable conditions.

### 5. Who announces the quorum?

The chair determines that a quorum is present, or not, at the beginning of the meeting. *Jurassic Parliament* recommends that the chair announce the fact, though this is not required by *Robert’s Rules of Order*.



## 6. When do you need a quorum?

You need a quorum to conduct business. For a local government body, “business” includes discussion, voting, and hearing from the public. A private nonprofit board may hold discussion without a quorum, but a city council, school board, utility board etc. may not.

## 7. Can you suspend the quorum requirement?

No, the requirement for a quorum cannot be suspended. This essential condition protects the rights of all members. The organization should not be bound by decisions taken by a small number of members who might attend a meeting but are not representative of the membership as a whole.

## 8. What does it mean to say “majority of the quorum”?

Strictly speaking, this term means a majority of the number that makes up a quorum. For example, on a 9-member board, the quorum is 5 members, so a majority of the quorum is 3. However, sometimes this term is misused. A rule may say “majority of the quorum” when what is actually intended is “a majority of the voting members present.”

If you think there is such confusion in your authority documents, check with your attorney as to the actual intent of the phrase. Note that your group itself is the final authority for interpreting its bylaws. Once your group resolves the ambiguity, we recommend amending the bylaws to clarify the intent.

## 9. What is the origin of the word “quorum”?

George Demeter in *Demeter’s Manual of Parliamentary Procedure* tells us that the word came from the diploma appointing Justices of the Peace in England. It was used to remind the new Justices that they were expected to attend meetings to attend the King’s business: *Quorum unum esse volumus*, meaning “of whom we wish you to be one.”

## ■ LOSING THE QUORUM

### 10. If we don’t have a quorum at the start of the meeting, what actions can we take?

*Robert’s Rules of Order* says that if there is no quorum, you can fix the time to which to adjourn (that is, continue the meeting to a future time), adjourn the meeting, take a recess, or take measures to obtain a quorum. See also #19 below.

### 11. If we have a quorum at the start of the meeting, does it continue regardless?

No, once you lose your quorum, you lose the ability to conduct business. But see #16 below on state law.

### 12. Can someone leave to break the quorum?

Yes, members of the body can leave the meeting and prevent the other members from taking any action. We have seen several instances in recent years of state legislators using this maneuver. While such actions are unfortunate, they are allowable unless the law says otherwise.

### 13. If you’re in the room and say nothing, are you still part of the quorum?

Yes, your being present in the room makes you a part of the quorum. If you fail to answer “present” when the roll is called, you are nevertheless considered to be at the meeting and part of the quorum. This principle was established in a battle conducted by House Speaker Thomas Reed in 1890 that included representatives hiding under their desks and other high drama. You can read a fascinating account in Barbara Tuchman’s book, *The Proud Tower*.



#### 14. What if nobody says anything about losing the quorum?

People sometimes erroneously believe that if you notice that there is no quorum but say nothing about it, everything is fine. If the quorum is lost, then it is lost, whether or not anyone mentions it. In the absence of a quorum, only limited action can be taken, as described in #10 above.

Note that *Robert's Rules of Order* says that “a point of order relating to the absence of a quorum is generally not permitted to affect prior action; but upon clear and convincing proof, such a point of order can be given effect retrospectively by a ruling of the presiding officer, subject to appeal.” (Section 40:12).

#### 15. If you abstain, does that affect the quorum?

Ordinarily, a member who is present and abstains from voting is still counted as making up the quorum. However, some interpretations of business law state that a member with a conflict of interest must abstain from voting and is not counted as part of the quorum. In such a case, consult with your attorney.

Don't abstain just because you don't feel like voting. When you accept service on a nonprofit board or local government, participating and voting is your fiduciary duty, unless you have a valid reason for recusing yourself by abstaining.

### ■ QUORUM PROBLEMS

#### 16. What if state law says something different about quorum?

There are some states where, once a quorum has been established, the meeting may continue even if the quorum is lost. We believe that this is regrettable. However, state law has higher authority than your bylaws and *Robert's Rules of Order*.

#### 17. What is a “walking quorum,” “rolling quorum,” or “serial meeting”?

These terms refer to a situation when members of the body hold discussions, in person or via email, outside of the meeting, such that a number equivalent to a quorum have discussed the body's business. Sunshine laws and open meeting laws preclude this type of action.

Note that these types of laws generally do not apply to non-governmental bodies, though there are some states in which they do. Sunshine laws were passed to require transparency. Deliberations hidden in email communications deprive the membership or constituency of that transparency, which can erode trust in the board, and is illegal in local governments.

Similarly a staff member is not allowed to poll individual members of the body in order to gain their agreement outside of a meeting.

#### 18. What is the IRS position on quorums?

It is our understanding that for a nonprofit organization, a quorum is the minimum number of unrelated members who are needed to hold an official meeting. The Internal Revenue Service wants to be sure that a public charity truly benefits the public, not a group of self-interested individuals. Greg McRay gives a clear explanation in his Foundation Group article, [Avoiding Conflict of Interest on a Nonprofit Board of Directors](#). See also our article, [Can married couples serve together on a nonprofit board?](#)



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### 19. What if my nonprofit board has gathered but we're short of a quorum?

For ordinary nonprofit boards who do the work of their organization, it can be discouraging to find that you do not have a quorum. We have had success with passing a bylaws amendment enabling the board to meet as a “Committee of the Whole” without a quorum. In such a case, the members can discuss the pending issues and make recommendations to the full board, which will be taken up at the next meeting. You have to amend the bylaws because under *Robert's Rules of Order*, a quorum is needed to meet as the Committee of the Whole.

If there is no quorum, it is also reasonable for a nonprofit board to discuss board business informally, without creating a Committee of the Whole, as long as they are only talking and not deciding.

Although we do not recommend it, it is possible for a non-quorate meeting to take actions and afterwards request that the full board ratify them. The board is under no obligation to do so, and if the actions are not ratified, the individual members would be personally liable for any expense incurred, for example.

A final option is to propose an action and then request unanimous written consent, by each and every member of the board, to approve it. Note that this option is available only if your bylaws or applicable state laws allow it. Read our article [Unanimous written consent in lieu of a meeting](#).

### 20. What if we can't obtain a quorum to amend our bylaws?

This is a challenging situation! The best advice we have is to make a serious effort to obtain the quorum, bringing home to the members how significant and important this aspect of your governance is. If that doesn't work, you can take “second-best” measures. Some organizations have done this in the face of the pandemic and prohibitions on in-person meeting.

For a membership organization where the members have the power to amend the bylaws, you could prepare bylaws amendments, email them to every member, and request that members vote on the proposed amendments by a certain date. If two-thirds of those who cast their vote, vote in favor, you can take it as a valid amendment.

General Robert himself, the original author of *Robert's Rules of Order*, offered a similar suggestion in his book *Parliamentary Law*, which expands on many points in *Robert's Rules of Order*. It's in accord with common law doctrine of “cy pres,” a legal term meaning “as close as possible.” A legal requirement or a bylaw requirement cannot be enforced when the organization is unable to do it. The organization is charged with doing “the next best thing.” Be sure to do this in good faith, and make a genuine effort to reach everyone!

Be warned that if you have a litigious member who disagrees with this action, it could be challenged as a violation of your bylaws. However, in general, the courts engage with this type of procedural issue only when it can be shown that someone has been harmed by the organization's action, which might be difficult to demonstrate.

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