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California's Virtual Meeting Statute

Applicable Law: Davis Stirling Act

Davis Stirling Act: A "virtual meeting" is not an email meeting between directors (which is disallowed) but rather a video or teleconference meeting where other directors can participate in real time. Starting January 1, 2012, board members in different locations can attend board meetings electronically as follows:

1. **Director Attendance.** Board members who cannot physically appear in person at a board meeting (whether regular, special, emergency or executive session) can attend electronically by telephone or video. They can attend if the absent director can hear all other board members and all other board members can hear the absent director. Attendance in this manner counts as if the director were physically present in the meeting. (Corp. Code §7211(a)(6).)

Physical Location. If all directors attend an open meeting by video or teleconference, notice of the meeting must identify at least one physical location where owners can attend and listen to or observe the board's meeting. (Civ. Code §4090(b).) That means a conference phone or monitor must be at that location so members can observe directors conduct the meeting. The arrangement must allow for members to participate during Open Forum.

Emergency Conditions. During emergency conditions, such as pandemics earthquakes, fires or floods, where members cannot meet in a physical location, meetings can be held entirely by video or teleconference. When that happens, instructions must be sent

with the meeting agenda so members know how to join the meeting either by video conference or telephone. See sample agenda.

2. Membership Meetings. Everything described above also applies to membership meetings. Small associations with members out of town or with absentee owners may find it convenient to hold their annual meeting via a conference call. The call-in number can be published so members can call into the meeting. Large associations may find it unwieldy to hold their annual meeting via a conference call-in number.

Section 5510 of the Corporations Code:

(f) A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation, electronic video screen communication, conference telephone, or other means of remote communication if the corporation implements reasonable measures: (1) to provide members and proxyholders, if proxies are allowed, a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, (2) if any member or proxyholder, if proxies are allowed, votes or takes other action at the meeting by means of electronic transmission to the corporation, electronic video screen communication, conference telephone, or other means of remote communication, to maintain a record of that vote or action in its books and records, and (3) to verify that each person participating remotely is a member or proxyholder, if proxies are allowed. A corporation shall not conduct a meeting of members solely by electronic transmission by and to the corporation, electronic video screen communication, conference telephone, or other means of remote communication unless one or more of the following conditions apply: (A) all of the members consent; or (B) the board determines it is necessary or appropriate because of an emergency, as defined in paragraph (5) of subdivision (n) of Section 5140; or (C) the meeting is conducted on or before June 30, 2022.

AB 2159 Common interest developments: association governance: elections.
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