
Practice 3D: Preventing Minority Rule

- The land trust's governing documents contain policies and procedures (such as provisions for a quorum and adequate meeting notices) that prevent a minority of board members from acting for the organization without proper delegation of authority.
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A land trust needs to have controls in place to prevent rule by the minority in order to ensure that the public interest is served. Decisions made by the board should reflect the opinion of a majority of the board and the constituencies that majority represents. Safeguards to prevent minority action can also prevent the takeover of a land trust by a small group of board members who are disgruntled or want to take the land trust in a different direction than that stated by the mission or by the rest of the board. Safeguards can include requiring quorums of greater than 50 percent, advance notice of board meetings and agenda items requiring board action, providing adequate information in advance of board meetings, and parliamentary meeting procedures.

Quorum

One way to help avoid minority rule is to have the bylaws require a quorum of greater than 50 percent. Here are some examples from land trust bylaws. These are examples only, and the actual bylaws of these organizations may have been amended.

From the Orange County Land Trust in New York:

3.14 Quorum for Meetings. If the Board contains 18 or more members a quorum shall consist of 10 of the members, or if the Board consists of fewer than 18 members then a quorum shall be a majority of the members of the Board. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provision of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn.

From the Land Trust Alliance:

5.12 Quorum. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Meeting Notices

Providing adequate notice of meetings can help prevent minority rule by ensuring that all board members are informed about the meetings. The following are some bylaw examples that address meeting notice. Again, these are examples, and the actual bylaws may have been revised since this writing.

From the Orange County Land Trust:

3.13 Notice of Meetings. Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board:

- a.) Regular Meetings. Notice of all meeting shall be in writing and shall state the time and place of the meeting and shall be served either personally or by mail upon each Director not less than 10 days before the meeting. Notice of a meeting of the Board need not state the purposes thereof, except as otherwise provided by law or in these Bylaws;
- b.) Special Meetings. At least one week prior notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the Board...

From the Maine Coast Heritage Trust:

Section 6. Notice of Meetings. Notice of each annual or special meeting of the Voting members or Directors shall be in writing and signed by the President or Vice President or the Clerk or an Assistant Clerk, and if a special meeting, or if otherwise required by law, shall state the purpose or purposes for which the meeting is called and the time when and the place where it is to be held. A copy thereof shall be either served personally upon or mailed to each Voting Member or Director not less than five nor more than thirty days before the meeting. If mailed, it shall be directed to the Voting Member or Director at his address as it appears on the books of the Corporation, unless he shall have filed with the Clerk a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to such other address.

Holding Effective Meetings

Attendance at board meetings is often a function of the productivity of past meetings. Don't make meetings endurance tests. Meetings must be well run to be productive. Some steps that help ensure constructive meetings include the following:

- **Choose a chairperson** familiar with and adept at running meetings.

- **Notify board members of the meetings as far in advance as possible**, followed with reminders. Some land trusts schedule meetings for the same time and day every month.
 - **Send material on action items in advance** so that board members can read about and prepare for any votes or actions that might be taken at the meeting.
 - **Set an agenda.** Put it in writing and distribute it in advance of the meeting. The agenda should contain issues to be discussed, actions that need to be taken, and estimates of the time needed for each.
 - **Start on time.**
 - **Set discussion procedures.** When making decisions, be sure that everyone is heard. A decision of the board should be made by a formal vote. Many groups use a modified version of *Robert's Rules of Order* to set procedural ground rules. (See *Robert's Rules of Order*, 10th edition, 2000, available from Perseus Publishing.)
 - **Minimize oral reports.** Send background details in advance and operate on the assumption that board members have read the materials.
 - **Evaluate the meeting** briefly at the close and adjust future meetings accordingly.
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Helpful Publications

- [Robert's Rules of Order](#), by Henry M. Robert III, William J. Evans, Daniel H. Honemann, and Thomas J. Balch (editor), 10th edition, 2000. Published by Perseus Publishing.

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