

# WHAT HAPPENS WHEN NO ONE WANTS TO SERVE ON YOUR ASSOCIATION'S BOARD?

(By Steven Heuberger, President of Villa Management, located in Vernon Hills, IL, and a supporting member of ACTHA.)

If you have been involved in community association management for a long time, you probably encountered the situation of having no one show up for the association's annual meeting. Equally as bad is when people show up, but do not want to serve on the Board of Directors. Although most Association Declarations and/or By-Laws never provide for such situation, the answer can be found in the Illinois Not-for-Profit Corporation Act.

Under Section 108.10 (d) it states as follows: "Despite the expiration of a Director's term, he or she continues to serve until the next meeting of members entitled to vote on directors at which directors are elected." Therefore, if no directors are elected at the annual meeting, the existing Board members will continue to serve. This solves the problem, if existing Board members desire to continue their service.

The problem becomes much more serious when nobody wants to serve on the Board of Directors. According to the Illinois Not-For-Profit Corporation Act. Section 108.10(g) a Director may resign at any time by written notice delivered to the Board of Directors, its Chairman, or to the President or Secretary of the Corporation. The resignation is effective when the notice is delivered, unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until after the effective date. Obviously, if the entire Board were to resign, it would present a disastrous situation for the Association, since it would have no administrative leadership. If the Association had an independent management company, that company would probably be able to operate the Association

for a limited period of time, depending on the terms of its contract. However, that would not be sufficient in the long run for legal reasons.

Unfortunately, there are no magic answers to enticing members to serve on the Board of Directors. For those of you who have served on a Board, you know what a thankless position it can be. Sometimes, the only complement you receive as a Board member is when you attend a meeting and there are no other members present. By virtue of their absence, they are complimenting your administration. In other words, things are not bad enough for them to take interest.

There are some things that can be tried in order to invoke interest in serving on a Board of Directors, or preventing a total vacuum from being created. The first would be to develop a strong commission system which would be a training ground for members in respect to different aspects of the Association before they run for the Board. Unfortunately, commissions do not have any authority to bind the Association, and members of commissions may become frustrated when the Board overrules their recommendations. However, it is worth a try.

A second solution to the problem may be to create a commission of ex-Board members. These individuals may have experienced burn-out, but may be invaluable as a group and can step in if there is a mass resignation, so that the administration of the Association proceeds uninterrupted.

If these two suggestions fail, get down on your knees and beg.

## BOARD OF DIRECTORS

### OFFICERS:

President: Beth Lloyd • Vice President: Scott Linn  
Secretary: Lucille Wenzel • Treasurer: Bud Hermans

### DIRECTORS:

Lita Brody • Dorothy Lackey • Victor Mozzon • Patricia Tesluk • Charles Watson  
Executive Director: Gael Memmecke • Legal Advisor: Charles VanderVennet, Kovitz, Shifrin & Waitzman  
Financial Advisor: Garry Chankin, Frost Rutenberg & Rothblatt

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