

NAVIGATING BOARD MEMBER RESIGNATIONS AND VACANCIES

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Board member resignations are an inevitable part of community association governance. When a director steps down mid-term, boards are often left with questions about how the resignation should be handled, whether the vacancy must be filled, and how long a replacement may serve. This article provides an overview of how board member resignations are typically addressed, including documentation requirements, quorum considerations, and the process for appointing replacement directors in accordance with an association's governing documents.

Process for Resignation

Pursuant to Colorado law, a board member may resign at any time by providing **written** notice of resignation to the other board members. Unless the resignation notice provides a specific date, the resignation is effective upon receipt.

Filling Vacancies

Vacancies created by resignations may be filled either by appointment (by the remaining board members) or by election through a membership vote. In fact, the [Colorado Common Interest Ownership Act](#) ("CCIOA") provides that unless the governing documents specify something different, either: (a) the voting members fill the vacancy; (b) the board of directors fills the vacancy; or (c) if the directors remaining in office constitute less than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

Length of an Appointment

Pursuant to the [Nonprofit Act](#), unless the governing documents provide something different, an appointed director serves for the remainder of the vacated term.

Eligibility of Replacement Directors

Individuals appointed to fill vacancies are subject to the same eligibility requirements as the current directors. Because qualifications are set forth in the bylaws, make sure to review all such qualifications prior to appointing or electing the replacement directors.

A question oftentimes comes up of whether the remaining directors are required to appoint an individual who seeks appointment. No, they are not. The board's obligation is to act in a manner it believes to be in the best interests of the association, and if the directors do not believe a candidate would effectuate such purpose, they are not obligated to appoint such individual.

For more information or if you have any questions concerning director resignations, please contact one of our attorneys at 303.432.9999 or hoalaw@altitude.law.

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