

Proper Association Minutes are Worth the Effort

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Minutes chronicle the actions taken during every meeting of a not-for-profit group, like homeowners and condominium association meetings. They are required. Generally what goes in the minutes are statements about whether there was a quorum, who was present, statements of what reports were given, motions, and action on the motions. The purpose is to record the business decisions. All of the businesses of the meetings are made in the form of Motions. Therefore it is only the business of the Association that is recorded, not a transcript as in a legal proceeding where every word and every discussion is recorded verbatim.

Roberts Rules of Order say the following:

"The record of the proceedings of a deliberative assembly is usually called the Minutes or the Record or the Journal. The essentials of the record are as follows: (a) the kind of meeting, "regular" (or stated) or "special" or "adjourned regular" or "adjourned special" (b) the name of the assembly (c) date of meeting, place (when it is not always the same) (d) the fact of the presence of the regular chairman and secretary, or in their absence the names of their substitutes, (e) whether the minutes of the previous meeting were approved or their reading dispensed with, the dates of the meeting (f) all the main motions (except such as were withdrawn) and points of order or appeals, whether sustained or lost, and all of the other motions that were not lost or withdrawn (g) and usually the hours of the meeting and adjournment, when the meeting is solely for business. Generally the name is recorded of the member who introduced a main motion, but not the seconder."

They also provide for a "Form of the Minutes":

"At a regular meeting of the M.L. Society held in their hall, on Thursday evening March 19, the President in the chair, and Mr. W. acting as secretary, the Minutes of the Meeting were read and approved."

In keeping the minutes, much depends upon the kind of meeting and whether the minutes are to be published. In the meeting of ordinary societies and of Board of managers and trustees, there is no object in reporting the debates, the duty of the secretary, in such cases, is mainly to record what is "Done", by the assembly and not what is said by the members. He should enter the essentials of a record, as previously stated, and when a count has to be ordered where the vote is by ballot, he should enter the number of votes on each side.

The proceedings of the committee of the whole, while acting as if in committee of the whole should not be entered in the minutes, but the report of the committee should be entered. Where a question is considered informally, the proceedings should be kept as usual, as the only informality is in the debate. If a report containing resolutions has been agreed to, the resolutions should be entered in full as finally adopted by the assembly thus "The Committee on

_____ submitted a report with a series of resolutions which, after discussion and amendment, were adopted as follows" then should be entered the resolutions as adopted..."

Roberts Rules of Order was written and published in 1915, obviously long before homeowners or condominium associations were even thought of, however, most of the guidelines still stand today as a way of creating order out of what might be chaos.

Every corporation is required to keep minutes of the proceeding of its shareholders, board of directors and committees of directors. The minutes are kept and must be available to inspection by owners or their authorized representatives. Attorneys recommend that the reading and approval of the minutes be more than a perfunctory exercise at the beginning of each meeting so they accurately reflect the board's actions. Minutes are not a transcript of a meeting like the transcripts that are kept by a court reporter in a legal setting. Minutes should not be personal or emotional in any way. They should not contain the use of bold type, underlines, italics, or other emphasis. They should not contain quotes, or other statements or outbursts that could be construed as slander nor should they record accusations uttered by members in the heat of debate.

Unlike other official records that are kept for seven years, minutes are kept in perpetuity and therefore should be clear, concise and correct. The following represents information that should be included in all minutes:

- Type of meeting (regular, special, budget).
- Name of the organization (legal name).
- Date, place, time of the meeting; list of board members present and those absent.
- Motions and resolutions, whether adopted or not, but not those withdrawn. Resolutions which were adopted should be entered in full or appended to the minutes.
- Names of the persons making the motions. The name of the seconder need not be recorded. Whether the motion passed or failed and, if not unanimous, who voted for and who voted against the motion. The listing of the Board at the beginning of the minutes will provide a record should the vote be unanimous.
- Summarized report of board members, officers and committees, unless written reports are appended to the minutes.
- Appointments of members to committees or task forces.
- Other action or proceeding worthy of record; like expressing appreciation to the members of the landscaping committee for the efforts in re-designing the entryway.
- Time of Adjournment.

A checklist of minutes for each association is maintained by Bono & Associates. The minutes are tracked, logged and placed in the Association's Official Minute Book. A complete set of Minutes includes: An agenda, manager's report and financial summary.