



ASSOCIATION POINTERS

The Official Record Meeting Minutes

Actions taken at meetings of the Association are required to be documented in "Minutes" to establish a permanent record of the decisions made. Minutes are taken by the Secretary to the Board of Directors. In the absence of the Secretary, an Acting Secretary may be appointed by the Chair.

The purpose of Minutes is to record the "actions" taken, not to document the reports given verbally or document discussion held. Occasionally some (limited) discussion may be appropriate to be documented to show the process of the Board in making a final decision that is deemed significant or perhaps controversial.

Minutes must include:

- A description of the Meeting (i.e. Board of Directors meeting, Annual Meeting of the Membership, Committee Meeting).
- The date, time and place of which the meeting was held.
- Identification of the people in attendance and clarification that quorum was established/acknowledged.
- A record of all motions (those that passed and those that failed for lack of a second or lack of majority) and a record of actions taken (e.g. tabled or withdrawn).
- Minutes should be signed by the Secretary and acknowledged by the Chair, once adopted. Until adopted, they are simply a "draft."

Other notations in minutes:

- Members may ask that the record show that they cast a dissenting vote to the motion; this should be obliged, if requested.
- Management may request that the record reflect the Board's decision is being made against the advice of Management. This is also appropriate and may be necessary to document Management's counsel at a later date.

The Warren Management Group, Inc. AAMC

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