



Focus on Leadership

Secretary

*It's Called Cooperative Living.
You Enjoy Living. And Your Home Cooperates.*

THANK YOU FOR Volunteering!

You take pride in your home and in being part of a great community. When you saw an opportunity to make things even better, you decided to step up to the challenge and take on a more active role with your Cooperative. But, as board member, you are probably asking yourself: “Now what?”

Do not worry. We have seen it all, and we know all about the stress and responsibilities of being a board member. That is why we have put together a comprehensive resource guide to help.

In this book, is the collective knowledge of our 57+ years of experience working alongside countless board members to improve their communities. Keep reading to learn the fundamental roles and responsibilities of a cooperative board, how to find success in your new position, and the next steps you need to take a board member.



DUTIES OF THE SECRETARY

As the person elected by your organization to serve in the important position of secretary, you should have a good working knowledge of parliamentary procedure. Your secretarial duties are only second in importance to those of the president. The president is the head of the organization and the secretary is its right hand. Unlike the president, the secretary forfeits no rights of membership by holding office. You are free to make motions, debate, and vote on all business matters.

Check the bylaws and other rules of your organization for specific duties of your office. In general, as secretary you will be expected to:

- Keep a careful and authentic record of the proceedings of all business meetings of the organization and of the board, if there is one, called the minutes. These are the legal records of your organization.
- To keep on file all committee reports.
- To keep the organization's official membership roll (unless this function is designated to another member); and to call the roll when required to do so.
- Make the minutes and records available to members upon request.
- To notify officers, committee members, and delegates of their election or appointment to furnish committees with whatever documents are required for the performance of their duties; and to have on hand at each meeting a roster of all committees, whether standing or special (ad hoc).
- To furnish delegates with credentials.
- To sign all certified copies of acts of the society.
- To maintain and have on hand at every meeting, record books in which the current version of the bylaws, special rules of order, standing rules and minutes have been entered.
- If there is no corresponding secretary, send out to the membership notice of each meeting and conduct the general correspondence of the organization.

- To prepare, in advance, an order of business for use by the presiding officer, showing in the exact order and under the correct headings,
- all matters known in advance that are scheduled to come up, and if applicable, the times for which they are set.
- In the absence of the president and vice-president, to call the meeting to order and immediately conduct the election of a chairman pro term,
- Have at each meeting such items as the agenda, ballots, and other supplies that may be needed.
- Sign, with the president, all the official acts, orders, and proceedings of the organization.
- If bylaws, standing rules, etc. are amended, it is the duty of the chairman of the bylaws committee to send the amended copy to the presiding officer and recording secretary.
- Carry out administrative and executive duties outlined in the bylaws or directed by the president, board, or assembly.
- Prepare a report to be given at the annual meeting.

The secretary is the recording officer of the assembly and the custodian of its records except those specifically assigned to other officers. When there is a corresponding secretary, the unqualified title secretary's alone, refers to the recording secretary.

What does the secretary do?

RECORD MANAGEMENT & MAINTENANCE

Secretaries are the custodians for most of the association's official documents, including minutes, voting records, and membership lists. He or she must securely store, maintain, and organize all records and ensure they are accessible to the appropriate members and authorized representatives.

AGENDA DEVELOPMENT

Often, secretaries will work closely with the board president to develop the meeting agenda. Agendas should be created and distributed well in advance of the meeting and are essential to keeping the board on track and productive.

MEETING CORRESPONDENCE

The secretary should provide adequate notice of meetings in compliance with governing documents and state requirements. Typically, the secretary will present Proof of Notice to confirm members received proper notification and information, including meeting purpose, date, time, and place.

MEETING MINUTES

Taking meeting minutes is an essential duty of the secretary. HOA meeting minutes are an official record of the actions taken by board members at a board meeting. Meeting minutes should be brief, objective, and reflect the actions taken at a meeting—not a complete transcript of what was said and opinions that got expressed. If the board secretary is not taking minutes, he or she must appoint a recorder or assistant secretary to do so.

DOCUMENT VALIDATION

The secretary may also serve as the witness when official documents need signatures or validate association documents when necessary. For example, after approval, the secretary must sign the meeting minutes to make them official.

FORM FILING

Because HOAs are corporations, specific forms must get filed with state agencies. Secretaries may be responsible for ensuring annual filings and other required paperwork meet all legal requirements set forth by the state.

Why is the secretary important?

The HOA secretary is responsible for keeping the official records of the board and association. But it is much more than just clerical work. Community records are extremely valuable, and the person in charge of them holds critical information in their hands. If your association does not have the right secretary on board, it can lead to legal problems, financial risks, confusion, and more.

What makes a good board secretary?

he role of an HOA secretary should not get taken lightly and finding the correct person for the job can be tough. To ensure the success of your board—and community—you should look for someone who obtains the following qualities to serve as the secretary:

- Well-organized
- Responsible
- Detailed
- Timely
- Communicative

Adhere to governing documents and laws.

The board secretary, appointed recorder, or assistant secretary is responsible for taking minutes. These records are precious, so it is crucial to adhere to your governing documents and local, state, and federal laws and regulations.

What Minutes are

In a formal sense, minutes are the historical record of an officially convened meeting of an organized decision-making body, such as a board of directors, municipal council, or executive committee.

Informally, the term minutes can extend to mean a summary of a meeting of a group that is not formally organized and may or may not have collective decision-making powers. Minutes should generally focus on decisions and actions taken by the group and may also capture the thought process that led to decisions.

Why Minutes are Important.

Minutes enable an organization to meet its obligation to conduct business in a transparent and accountable manner. They keep the organization's membership, stakeholders, or the general public informed on the evolution of decisions that affect them.

Minutes should also be taken in the following settings:

- Informal staff meetings. Here, minutes are summaries of discussions, consensus, and follow-up actions. Such summaries enable the group to monitor and track progress of initiatives or projects.
- Planning, teambuilding, and problem-solving sessions. Here, minutes are summaries of discussions and consensus. Without concise and complete summaries, the benefits of such sessions and the opportunity for organized follow-up activities are diminished.

- Negotiations or bargaining sessions. Here, agreements reached should be recorded, but it is not usually necessary to record discussion details.

Minutes are not needed in settings where they are not required and would provide no value. For example:

- An informal gathering of colleagues
- An ad-hoc staff meeting for the sole purpose of presenting an update (unless there is a need to inform absent members of what was reported)

Importance of Meeting Minutes

Remember that meeting minutes are legal documents of the organization. If the co-op is ever involved in a legal dispute, complete and accurate board minutes are extremely important. Most state statutes require that meeting minutes be maintained and filed in a safe place.

All meetings' minutes should:

- Record the date and time the meeting began and the time it adjourned.
- Record the name of each person in attendance. Note whether the person is a board member, committee.
- chair/member, co-op member, or a guest. Also note any board members who are absent from a meeting.
- Include:
 - Every motion, exactly as it was stated, who made each motion, who seconded it, and the result of the vote. This records the cooperative's official business action. (Motions distinguish the legal decisions from the general discussions.) It may be helpful to record each member's vote.
 - Announcements.
 - Date set for next meeting.

- Time of meeting adjournment.
- Secretary's signature.
- Assign any follow-up needed on any business to a specific person. The board may wish to use the Action Plan form to clarify who will do what by when. This assures that things will get done.
- Be prepared within one week of the meeting. They should be written in a format that corresponds to the way in which the agenda was presented.
- Not be circulated beyond the board until after approval. All board members are responsible for checking the accuracy of minutes.
- Be approved at the next regular board meeting. This makes the minutes of a meeting an official legal document. Until they are approved, they are simply the Secretary's notes of a meeting.

Hints:

- Highlight or bold any motions and the vote result to make them easy to find later.
- Create a file for each year of your cooperative's history. Put the minutes in order in each file. Keep them all in one place and pass them on to the next Secretary.
- Keep a copy of the last year's minutes in a binder to take with you to all meetings.
- Stop the meeting discussions if you need to, to make sure you have recorded the exact wording of the motion.
- When a new Secretary is elected, the current Secretary should ensure that an orderly transition occurs and help the new Secretary master the performance of all necessary tasks.

Tips for the Secretary

The following additional rules and practices relating to the content of minutes are included to help you properly record the various actions that take place in ordinary business meetings.

- Write good minutes but avoid "high flown" language. Do not try to show off your literary ability.
- Leave a wide margin on one side of the page in which to make corrections. It is preferable to use red ink for corrections.
- Make short paragraphs and indent.
- Ask that a motion be made in writing if it is long or difficult to record.
- Always report action or disposition on every motion recorded.
- Main motions and resolutions should be recorded exactly as adopted. Each adopted amendment need not be shown. The main motion or resolution is recorded, as amended, in its adopted form.
- If a roll call vote of members is called, the names of those voting on each side must be entered in the minutes. If necessary, enough abstentions should be entered to show that a quorum was present.
- When a count has been ordered or a ballot vote taken, the number of votes on each side should be recorded.
- The names of those elected or appointed to committees should be listed.
- The proceedings of a committee of the whole, or quasi committee of the whole, should not be entered in the minutes. The fact that the assembly went into committee of the whole and the report of committee chairman should be recorded. Proceedings while functioning in informal consideration are included.
- When a report is of great importance, the assembly can order it to be entered in the minutes. Then, the secretary copies it in full in the minutes. Otherwise, only adopted resolutions are entered.

- It is not necessary for the secretary to address the chair when called on to read the minutes.
- The secretary should sit near the presiding officer. This enables the secretary to write out motions and hand them to the presiding officer as they are made.
- The minutes of a board meeting follow the same rules for recording.
- minutes as for any deliberative assembly. Committees generally keep only a memorandum of their meetings.
- The name and subject of a guest speaker can be included in the minutes, but not a summary of the remarks.
- No mention should be made in the minutes of what did not occur in the meeting (e.g., the fact that there was no unfinished business, that a committee had no report, or there were no announcements is unnecessary).
- when the minutes are approved, the word " Approved," with the secretary's initials and the date, should be written below the minutes.
- Minutes of the final board meeting of the term should be approved by a committee comprised of board members appointed to approve the minutes.
- If business sessions are held less often than quarterly and last Less than one day, usually a committee or the executive board is authorized to approve the minutes. This does not deprive the assembly of making corrections Later.
- When corrections are made, the error should be bracketed, and the correction written on the facing page or in a wide margin. Never erase errors corrected in the minutes of the meeting. The minutes of the meeting at which the correction was made merely state that a correction was made without specifying the correction.
- Minutes can be corrected after they are approved, even years later, if the existence of an error or material omission becomes reasonably certain. Any member may propose a correction even though not present at the meeting in question.

F