

ASSOCIATION MEETING MINUTES

Common Questions Asked and Answered

Georgia law requires community associations, as non-profit corporations, to keep minutes of all meetings of its members, its board of directors and its committees acting on behalf of the board. While most boards are aware of the obligation to take and maintain meeting minutes, meeting minutes can be a source of questions from boards and members alike. The following addresses some of the more common questions/issues involving meeting minutes.

What is the purpose of meeting minutes?

The purpose of recording meeting minutes is to preserve a record of the official actions of the board, a committee or the membership taken at a meeting.

What meetings require minutes to be taken?

Georgia law requires non-profit corporations to maintain meeting minutes for all meetings of its members, its board of directors, and for all committees acting on behalf of the board. This requirement specifically includes all annual and special meetings of the membership, annual and special meetings of the board of directors. It also includes meetings of any committee empaneled by the board. For example, an architectural control committee acting on behalf of an association is required to maintain minutes of its meetings.

Who takes the meeting minutes?

Traditionally, the bylaws of an association assigns the task of recording the minutes of the meetings to the secretary. The board can delegate this responsibility to another director or to its managing agent. However, it is important to understand that the ultimate obligation and responsibility to maintain minutes of the meetings and to ensure the minutes are preserved as part of the records of the corporation rests with the board of directors. This means that, even if the task of taking minutes has been delegated to a third party, such as the managing agent, the board retains the obligation to ensure that the minutes have been taken, are accurate and are approved and placed in the corporate records.

Including a word for word transcription of an entire meeting or including personal thoughts, feelings or comments can pose potential liabilities for the board

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If, for some reason, the secretary of the association or other officer/director assigned the authority to take minutes has resigned or is otherwise unavailable, the association still has the obligation to ensure that any required minutes are taken.

If it is a committee meeting, the committee should assign a member to the task of taking minutes.

What about “unofficial meetings”?

Any time the membership, the board, or a committee meets to discuss association business, it is an official meeting. Even if it is a town hall meeting, or a “working meeting” for the board, it constitutes an official meeting for which there must be minutes. Even if the minutes are relatively bare-boned, there needs to be an official record that a meeting was conducted.

What needs to be included in minutes?

The following information should be included in the minutes:

- ✓ The exact legal name of the association.
- ✓ The date, time and location of the meeting.
- ✓ The type of meeting being held (i.e. board meeting, committee meeting, annual meeting).
- ✓ All board members present and those absent. If a board member is absent, the minutes should note whether the absence was excused.
- ✓ The approval and/or correction and approval of previous meeting minutes. Once approved, the Secretary of the Association should note the meeting minutes were approved and date and sign the minutes.
- ✓ Reports given at the meeting.
- ✓ Motions made at the meeting.
- ✓ The outcome of the motion (i.e. approved, disapproved or tabled).
- ✓ Voting results of the motion (i.e. motion passed unanimously” or “motion approved with two in favor and one opposed”).
- ✓ The time of adjournment of the meeting.

What should be excluded from meeting minutes?

The rule of thumb for taking meeting minutes is that the minutes should not be a word-for word transcription of what transpires at the meeting. The following should be omitted from the meeting minutes:

- ✓ List of owners (other than Board members and committee members) present to observe an open Board meeting.
- ✓ List of owners present for an annual or special meeting of the membership.
- ✓ A word for word transcription of all that transpires at the meeting.
- ✓ Personal opinions or commentary.
- ✓ Notation of the way a particular board member voted on an issue, unless specifically requested to do so by the board member.

Including a word for word transcription of an entire meeting or including personal thoughts, feelings or comments can pose potential liabilities for the board. The minutes of an association are part of the corporate records, which are subject to inspection by members and are also subject to discovery in the event of litigation. Minutes that include personal thoughts or a verbatim transcription of discussion can be misinterpreted or used in a way that is damaging to the board or the association, especially with the recognition that the words people use are not always entirely accurate.

Should meetings be recorded?

For the reasons discussed above, it is not typically recommended that an association record its meeting using any audio or audio/visual device. Again, since the minutes are part of the corporate records, the minutes should be kept in a written format which accurately reflects the business conducted at the meeting, without being verbatim. If it is necessary for the secretary or the minute taker to record the meeting so the meeting can be transcribed into minutes, it is recommended that the recording be disposed of as soon as the meeting minutes are transcribed or approved.

How are meeting minutes approved?

Meeting minutes have to be approved by the group of people who attended the previous meeting. Specifically, the board should approve the minutes the previous board meeting, the membership should approve the minutes of the previous membership meeting and any committee should approve their previous meeting minutes. It is not necessary to read the minutes if the minutes are distributed in advance. It also is not necessary to call for a vote to approve the minutes. The president/chairman simply needs to ask if there are any corrections to the minutes. If none are offered, then the president/chairman can announce that the minutes are approved. If appropriate corrections are offered by someone in attendance at the previous meeting, then, without debate, the president/chairman calls for a vote to correct the minutes. Generally, two-thirds of those present at both the previous and current meetings must vote in favor of any corrections for them to be approved. Once approved, the minutes should be certified as true and correct. The easiest way to do this is to mark minutes as being approved and have the secretary/minute-taker date and sign the approved minutes. This is the version of the minutes that should be maintained in the corporate records.

How long are associations required to keep the minutes?

Under the Non-Profit Corporation Code, an association is required to maintain meeting minutes for a minimum of three years.

What minutes are members entitled to review?

Which records a member are entitled to review will depend in a large part on the terms of the governing documents for an association. In general, however, members of an association are entitled to review:

- ✓ Minutes of all meeting of the membership for the past three years; and
- ✓ Excerpts from minutes of any meeting of the board or any committee acting in place of the board on behalf of the association, if the request to review

the minutes is made in good faith and for a proper purpose as provided under Georgia law.