

“HOW TO TAKE MINUTES”

A SHORT ARTICLE ON MINUTES FOR ANNUAL AND SPECIAL MEMBER MEETINGS AND BOARD MEETINGS

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**“HOW TO TAKE MINUTES”
A SHORT ARTICLE ON MINUTES FOR ANNUAL AND SPECIAL
MEMBER MEETINGS AND BOARD MEETINGS**

1. **Minutes Should Reflect Resolutions and Actions Taken.** All actions by the Association, taken at an annual or special member meeting, or taken at a board of directors meeting, should be included in resolutions. These resolutions should be in the minutes.
2. **Background, Context, Discussion, Reasons, Rationale, Etc.** Generally, minutes do not need, and should not include, background on the resolution, context of the resolution, the points in the discussion, reasons for or rationale for the resolution, or anything other than the resolution and action taken on the resolution (i.e., it passed or was defeated).

Minutes are not intended to be used as a newsletter or communication piece to others or to members. Minutes are, as a matter of law, intended to reflect action (resolutions) taken by the body acting (the members at annual or special member meetings, or the board, at board meetings).

3. **Who Takes the Minutes?** Typically, the community association manager, the manager’s assistant or the association secretary takes the minutes. This person should comply with instructions given by the board of directors and by the chairperson of the meeting. Minutes should be composed accurately and completely, as the record of the action (resolutions) taken.
4. **Guidelines for Minutes.** Minutes should include the following:
 - a. Name of the Association.
 - b. Date, place, time and type of the meeting (member meeting vs. board meeting, annual meeting vs. special meeting, etc).
 - c. Directors present in person or by proxy for board meetings. If director proxies are expressly authorized in the bylaws, indicate which directors are present by proxy. Members present at a board meeting and any guests should also be noted.
 - d. Names of members present in person or by proxy, at a member meeting, if the community is small. The total number of members present in person or by proxy should be stated, and a statement that a quorum of members was present in person and by proxy should be included. Names of any guests attending the meeting should also be included.
 - e. An action item on approving (or deferring approval) of minutes of the previous meeting.

- f. Resolutions for any action items acted on at the meeting. These resolutions can be informal, or if more formality is desired, then the minutes should also include who submitted the resolution (made a motion), who seconded the motion and whether the motion passed or failed.
- g. The minutes should reflect the decision or vote on each resolution, or the outcome of voting. If the vote was unanimous, that should be stated. If any member or director abstained or dissented, his or her name and vote can be listed.
- h. A record of reports, if any, should be included, with copies attached (if the report is written). If no written reports are submitted, then the minutes should include a summary of the report given.
- i. For member meetings, the results of any elections to that board.
- j. For budget meetings of members (in communities subject to the budget process of the Colorado Common Interest Ownership Act) the results of the budget proposed by the board (was it vetoed or not).
- k. Action taken on any old business.
- l. Action taken on any new business.
- m. If a director has an “interest” in any particular action or business item (under the Association’s conflict of interest policy required under Senate Bill 2005-100), then the minutes should show a record of compliance with that policy. This can be done, subject to the Association’s adopted policy, by noting the disclosure of the conflict (as disclosed or known by the board), that the contract or transaction is fair to the Association or, preferably, that the contract or transaction was approved by a majority of disinterested board members in good faith; or, after disclosure.
- n. Discussion on any given action item or resolution should NOT be described in anything other than short, general details, if those details are not within the motion or action item. Sometimes, it is important to include the rationale for a decision to show that the board was informed, acted reasonably, and acted in good faith in reaching that decision. In these instances, the decision and rationale should be documented in a separate resolution rather than the minutes.
- o. Information about Association plans or current business conditions may be reported, if discussed at the meeting.
- p. If the chairperson obtains the informal consensus or straw poll of the group on any particular matter, the minutes should express the reaction of those present.

5. **Action by the Board Without a Meeting.** Action (Resolutions) by the board may be taken without a meeting in two ways:
- a. If each director votes in writing (for, against or to abstain) and waives, in writing, the right to a meeting; or
 - b. If a participatory process (typically by email or phone call) is allowed for in the bylaws (without a meeting, without written votes and without a waiver of the right to meet) action can be taken as follows:
 - a written notice is sent to all board members of the action proposed to be taken
 - the notice states the time by which a director must respond
 - each board member votes, in writing ‘for’ or ‘against’ or ‘abstains’ OR fails to respond and
 - no board member demands a meeting for the proposed action.
- [Note: to take advantage of this participatory process, the bylaws of an Association may need to be amended.]
6. **Minutes are Permanent Association Records.** All minutes, or consents and votes, should be kept in the Association’s permanent records or minute book.

**MINUTES OF THE ANNUAL MEETING
OF**

Date: _____

Members present (in person):

Members present by conference call:

Members present by Proxy:

Others present (In Person):

1. **Roll Call, Call to Order, Verification of Quorum, and Proof of Notice of Meeting:**
2. **Approval of Minutes:**
3. **Reports:**

- (a) Financial Report
- (b)

4. **Appointments and Elections of Directors:**

<u>DIRECTOR</u>	<u>CLASS</u>	<u>ELECTED/APPOINTED DATE</u>	<u>EXPIRATION</u>
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5. **Budget Ratifications:**

6. **Old and New Business:**

- a. Old Business:
- b. New Business.

7. **Adjournment:** The meeting was adjourned at _____