



## What's in the Minutes?

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The Nonprofit Corporation Act at A.R.S. §10-11601 requires nonprofit corporations to keep as permanent records minutes of all meetings of its members and its board of directors. However, many board members and some community managers are confused as to what should be included in the meeting minutes. Neither the Nonprofit Corporation Act nor the planned community or condominium statutes offer guidance.

Robert's Rules of Order (RONR (10th ed.) p. 451, 20-30), which may or may not be required to be used in association bylaws, provide: minutes should "...contain mainly a record of what was done at the meeting, not what was said by the members." This is similar to the advice that we offer to clients, i.e., record only actions taken in the minutes. Anything more is not necessary and could create problems years in the future, if a statement is made and recorded that could be used in a lawsuit.

Here is a brief outline of the items that we believe should be included in an association's meeting minutes:

- The kind of meeting: regular, special, adjourned regular or adjourned special;
- The date and time of the meeting, and the place, if it is not always the same;
- The names of the directors present; the name of the directors absent (establish quorum);
- Whether the minutes of the previous meeting were read and approved—as read, or as corrected—the date of the meeting;
- The body of the minutes should contain a separate paragraph for each subject matter discussed, giving, in the case of all motions, the name of who moved for the motion and the wording of the motion—and the ultimate disposition of the motion; and
- Time of adjournment.

It is not necessary to show who voted in favor or against a particular motion. Items that should be excluded are the name(s) of the seconder of a motion and any comments made by directors or members.

Oftentimes, board members and community managers also ask: Who takes the minutes? The Nonprofit Act at A.R.S. §10-3840(C) provides: "The bylaws or the board of directors shall delegate to one of the officers responsibility for preparing minutes of the directors' and members' meetings and for authenticating records of the corporation." That officer could of course delegate actual note-taking and minute preparation to a recording secretary, or a management employee.

Ultimately, for the person or persons responsible, the details included in an association's minutes depend on the culture of the particular association. Some associations with out-of-state residents prefer to include a lot of information to keep those members well informed. They may state items discussed without any motions or action. Other associations prefer to show only the action taken by the Board or the association, which is our general recommendation.

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