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MINUTES OF MEETINGS

§213. WHAT ARE MINUTES?

Minutes are a record of the business transacted at a meeting of the members or directors of an association or corporation, in the form of written memoranda or notes, kept in a book (or file) that is called the *minute book*.¹ It is the official memory, recollection, and record of the organization.²

Minutes are a summary, not a *verbatim* record of everything that was said (ordinarily), and should be objective in nature, not an expression of the personal views of the corporation's secretary.³

The importance of minutes. The importance of such records is made clear in the typical statutory provision of Ohio regarding them:⁴

1702.15. Books, records of account, and minutes.

Each corporation shall keep correct and complete books and records of account, together with minutes of the proceedings of its incorporators, members, trustees, and committees of the trustees or members. Subject to limitations prescribed in the articles or the regulations upon the right of members and charitable corporations to examine the books and records, all books and records of a corporation, including the membership book prescribed by section 1702.13 of the Revised Code may be examined by any member or trustee, or the agent or attorney of either, for any reasonable and proper purpose and at any reasonable time.

The main function of minutes is to serve as an accurate history of the life of the organization.⁵ When no minutes are kept, parole (oral) evidence of what occurred at a meeting can and will be admitted in evidence in court proceedings.⁶ In recent years there has been some dissatisfaction with the failure of some organizations to keep, and make available to properly interested authorities, thorough and accurate minutes and other records; notably dissatisfaction of the tax (exempt) authority with such records of private foundations.⁷

Limitations on Examination of Books and Records

Permissive power to prescribe limitations on members' rights to examine minutes and other books and records is stated in the foregoing statute from the Ohio law. Similar provisions are found in some other states, sometimes repeatedly. Thus, another section of the Ohio law⁸ states that provisions may be included in the articles or rules that provide

(Appendix)

[If the waiver of notice of the meeting is directed to be annexed to the minutes, this should be done. Ordinarily, board meetings direct that the waiver be filed.]

[Resolutions, contracts, facsimiles of the seal, and other important documents often are annexed to the minutes.]

§219. ROUTINE MEETING MINUTES

Once the organization has settled down to routine operation, most of the specifically important elements shown above in the first (organization) meeting minutes no longer need to be in the minutes.

Minutes of routine meetings should always show the giving of due notice; or else the holding of meetings must be established in schedule style by the bylaws. In addition, the presence of a quorum must be shown, if the meeting is to be legally proper and effective. Signature of the secretary always should appear at the end of the minutes. Counter-signature by another officer also is desirable, as is pointed out above.

Other than this, minutes of routine meetings need contain only a clear and concise narrative of what occurred at the meeting.

For a list of the elements of minutes of a routine meeting, see section 216.

Typical minutes of a meeting of an established nonprofit organization follow. They are from the minute book of a local civic organization.

FORM NO. 98**Minutes of Regular Meeting (Civic Association)**

Meeting of 19..., of the general membership of the (civic) Association, held at

A quorum of over members being present, the Chairman (President) called the meeting to order at p.m.

1. The minutes of the previous meeting were read by the Secretary and accepted, and various items that had been left for action by the Association were reported upon.

2. Mr. mentioned that

3. A report was rendered by Mr. on the situation with respect to

4. A motion was made and duly carried out that the Association appropriate \$ for the purpose of

5. It was reported in regard to

6. Traffic conditions on Road were discussed at some length. Mr. suggested that

7. Special questions raised by various members of the Association were the following:

- a. One member indicated that
- b. It was pointed out that

8. Mr. brought up for discussion the question of whether the Association should

9. Mr. mentioned that volunteers for civilian defense will be needed and asked any interested members to leave their names with the President and Secretary.

10. Mr. rendered his report as Treasurer. The report brought out that after dues of \$ collected in the last Association year and disbursements for various purposes of \$, the balance on August 31, 19 .. was \$

11. In behalf of the Nominating Committee, Mr. proposed the following slate for election for the forthcoming Association year:

President:
 Vice-President:
 Secretary:
 Treasurer:
 Directors:

There were no other nominations. The slate as submitted was thereupon unanimously elected.

12. The incoming president, Mr., thereupon took the chair and had the pleasure of presenting to Mr., on behalf of the Association, a handsome gavel in recognition of the valuable services that Mr. had rendered to the Association. As his first act of office, Mr. named the following committee chairmen:

Block Captain Appointments:
 School Committees:
 Ordinance and Zoning:
 Federation of Civic Associations of, Inc.:

13. The meeting was closed and the members then partook of refreshments. There were about 60 members present by the time of closing.

Respectfully submitted,

Secretary

Approved, 19 ..

President