



The Role of the Secretary

The association secretary is responsible for preserving the association's history, maintaining its records, and protecting it from liability. The secretary should be efficient, well organized, and have a commitment to the future of the association. Associations with a professional manager can ask the manager to perform some of the secretarial tasks.

TOOL 4.1: *Use the Sample Resolution to Establish a Secretary Position to help your association create the position.*

RECORD MINUTES FOR ALL ASSOCIATION MEETINGS

- Board meetings
- Special meetings
- Annual meetings
- Committee meetings

GUIDELINES FOR RECORDING MINUTES

- Record the association's actions and record why they were taken.
- Preserve board members' voting records.
- State the authority by which directors take a certain action and cite the documents granting that authority.

- Record all matters brought before the board, whether adopted, dismissed without discussion or vote, rejected, deferred, tabled, or simply presented as information.
- Remember that the association's minutes are official records and admissible as evidence in a court of law.

USE STANDARD LANGUAGE FOR RECURRING FUNCTIONS

Certain functions occur frequently in all meetings. Recording these will be easier if the secretary develops standard language to cover functions such as:

- Call to order by the presiding officer
- Proof of meeting notice or waiver of meeting notice
- Presence or lack of a quorum
- Reading and approval of the previous meeting minutes
- Reading and acceptance of various reports
- Unfinished business
- New business
- Adjournment

ANNOUNCE MEETINGS AND PREPARE AGENDAS

Notifying board members and association members of meetings is required by law. How and when notice is given is typically stated in the association's governing documents.

Agendas are essential to the success not only of the meeting, but of the association as well.

MAINTAIN ASSOCIATION RECORDS

- Store and retrieve association documents as needed.
- Devise an effective filing system, and keep files safe and accessible.
- Identify and categorize all current and stored records.

- Prepare and maintain a retention schedule for document disposal.

TOOL 4.2: *Use our Sample Records Retention Schedule at the end of this section as a guide for setting up your own procedures.*

WITNESS AND VERIFY SIGNATURES

Many associations have policies to safeguard assets that require two signatures on checks or a witness to verify signatures. Generally this responsibility falls to the secretary.

MAINTAIN LISTS

The secretary is responsible for maintaining lists of all association board and committee members, officers, and members, their current mailing address, and voting percentages.

VERIFY PROXIES

The secretary accepts and verifies proxies for annual or special membership meetings, and ensures that proxies and ballots are kept in the association's records.

TOOL 4.3: *See the Sample Proxy at the end of section nine.*

FILE FORMS WITH STATE AGENCIES

The secretary is responsible for filing certain forms with state agencies. These might include employment forms, incorporation documents, and other official records of the association.

MANAGE CORRESPONDENCE

- Route correspondence to appropriate association representatives—manager, office, board member, committee chair, etc.
- Ensure that tone, form, and spelling of all association correspondence reflect positively on the association.

Cautions

How and when you give notice of a meeting has a direct impact on whether the business conducted at the meeting is legal and binding. It's important to do it right.

Not all association documents are public records. It's important to know which documents must remain confidential and which must be available to members of the association and others.

Failing to keep the membership mailing list accurate and current has legal ramifications. It's important to know why and what to do.

FOR MORE HELP

Available online at www.caionline.org/bookstore.cfm or call (888) 224-4321 (M–F, 9–6:30 ET).

The Board Secretary: Roles and Responsibilities in Community Associations, a Guide for Association Practitioners. (Community Associations Press, 2003.)

Community Association Leadership, a Guide for Volunteers. (Community Associations Press, 2002.)

To download a PDF of the entire Board Member Tool Kit, go to www.caionline.org/toolkit.

Sample Resolution to Establish a Secretary Position

Administrative Resolution No. _____

Corresponding Secretary

WHEREAS, Article IV of the bylaws of the [name] Association empowers the board to employ such persons necessary to the efficient conduct of association business, and

WHEREAS, the efficient conduct of the association business would be augmented through the establishment of the position of corresponding secretary,

NOW THEREFORE BE IT RESOLVED THAT the board does hereby establish the position of corresponding secretary, and

BE IT FURTHER RESOLVED THAT the board shall retain the right to initiate and terminate the employment of such position, and

BE IT FURTHER RESOLVED THAT the person so filling the position of corresponding secretary shall be compensated as deemed appropriate by the board, and

BE IT FURTHER RESOLVED THAT the person so filling the position of corresponding secretary shall conduct the duties set forth under the rules and regulations governing the association, and

BE IT FURTHER RESOLVED THAT the duties and responsibilities of the position of corresponding secretary shall include, but not necessarily be limited to, the following:

- Maintain a current list of all association board members, officers, and members
- Help the recording secretary create and distribute meeting notices as set forth by the association's bylaws and declaration
- Conduct correspondence as directed by the board
- Report on and read important correspondence at regular board meetings
- Report all correspondence requiring immediate attention from a board member
- Perform tasks as directed by the board, in agreement with the duties and responsibilities listed above

BOOK OF MINUTES # _____, page _____

Date _____ President _____

(Association Seal)

Sample Records Retention Schedule

DOCUMENT	CURRENT FILE	STORAGE
Association Governing Documents		Permanently
Bank Reconciliation	1 year	1 year
Board Minutes	1 year	Permanently
Canceled Checks & Bank Statements	1 year	7 years
Cash Disbursements & Receipts, Journals	1 year	Permanently
Insurance Policies & Certificates of Insurance	1 year	7 years
Investment Statements & Closed Passbooks	1 year	7 years
TAXES		
State & Federal Income Tax Returns	3 years	Permanently
Real Estate Records	1 year	7 years
State and Federal Unemployment & Withholding	3 years	Permanently