

We Understand Community Associations.

Lazega & Johanson LLC is a law firm dedicated to representing community associations. We believe in building and maintaining long-lasting relationships with community associations and their managers by providing personal attention and superior services. We take pride in being a part of the team of experts you rely on to ensure the successful operation of your community.

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ARE YOU READY FOR YOUR ANNUAL MEETING!

THE 10 KEY ELEMENTS TO INCLUDE IN THE MINUTES

Georgia law requires all nonprofit corporations, including community associations, to keep annual meeting minutes as a part of the corporation's permanent records. However, nothing in Georgia law explains the meaning of the word "minutes" or what information must be included in the "minutes". The Code does call them "minutes" for a good reason - if done correctly, the "minutes" should not take *hours* to prepare! Outlined below are several useful tips and 10 specific items (each numbered in parenthesis) that the secretary of your association should include in the "minutes".

The word "minutes" is defined in Black's Law Dictionary as "memoranda or notes of a transaction or proceeding." It is important for board members to understand that minutes should only reflect the official **actions** taken at a meeting, and should never be a word-for-word transcription of what was said by each participant.

Getting Started

The minutes of any membership meeting should begin with:

- the exact corporate name of the association (#1);
- the type of meeting (*i.e.* annual, special, town hall, etc.) (#2); and
- the date, time and location of the meeting (#3).

For a board meeting, everyone present is listed in the minutes. At membership meetings, however, the members in attendance need not be listed in the minutes. Instead, a sign-in sheet should be referenced and attached to the minutes (#4). The total number of persons or votes present, by person or by proxy, also should be included in the minutes (#5). The minutes also should reflect whether a quorum was present at the meeting (#6).

Last Year, This Year and Next Year

The minutes of a membership meeting are not considered official until the next membership meeting takes place and the minutes from the previous membership meeting are approved (#7). Therefore, at the start of any annual meeting, the minutes from the *previous* annual meeting should be distributed, read, and approved (or revised and approved) by the members. The reading of the minutes may be waived by a vote of those in attendance at the meeting. Any corrections to the previous year's minutes must be reflected in the minutes for the current meeting, along with a notation that the previous year's minutes have been officially approved by a majority vote of those present at the current meeting.

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**Individual situations may vary. This document is not intended to use as specific legal advice.*





Contact Us:

To learn more about the services and programs we offer our clients, please feel free to contact us directly at:

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Officer and Committee Reports

Next, the minutes should reflect whether any officers or committee members gave reports at the meeting (#8). The minutes should not include any discussion regarding the reports. Reports are informational only and the owners do not need to vote on any portion of a report. Thus, minutes only need to reflect that a report was given and by whom (*i.e.* "Reports were given by the President, Treasurer and Landscape Committee Chairperson").

Meeting Business: Motions

Minutes must reflect the "business" of the meeting, including all motions made, seconded, and approved, disapproved or tabled at the meeting (#9). However, minutes should not include a script of the actual debate or discussion on the motions. Discussions are not considered official "actions" of the assembly and the minutes are reserved for the actions taken by the owners.

As to the motions, minutes should reflect:

- each motion (exactly as worded);
- whether the motion received a second;
- whether the motion was passed, defeated or tabled; and
- a note as to the vote count or other action on the motion (*i.e.* "motion passed unanimously" or "forty-three in favor, twenty-two dissenting; motion passed" or "fifty-three disapproved, two in favor, two abstaining; motion disapproved").

Meeting Wrap-Up

Finally, the minutes should reflect the time that the meeting was officially adjourned and the Secretary should sign and date the minutes (#10)! Adjournment should be reflected by a motion, vote and approval.

Once approved at the next official meeting of members, minutes memorialize the official action of the association and must be included in the corporate record book. Minutes of annual meetings are available for examination by members upon written request.

There is no "official" mandated form for minutes. This means that even if minutes do not reflect the exact procedure outlined above, typically they are still valid! As an overall goal, the minutes should be accurate and concisely written so that future boards, the members of the community and potentially your attorneys can determine the official actions that took place at the membership meeting. If you need further guidance about drafting minutes, please review the [Sample Minutes](#) linked to this article and feel free to contact us with any questions.

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(Name of Association) BOARD MEETING
(Date)

Meeting was called to order at 7:00 p.m. at the management office meeting room. Quorum was established.

Attendees Present:

Bob Leader, President
Jim Writer, Secretary
Connie Candue, Vice President
Betsy Spender, Treasurer
Association Attorney, Lazega & Johanson LLC
Riley Reliable, Association Manager

Absent:

Norton Noshow, member, excused

Approval of Minutes:

- Motion: To approve Minutes from June 1st Board meeting
- Vote: Unanimous approval
Resolved: The minutes of the January 9, 2005 meeting are approved as corrected and entered into the Association records.

Reports:

- Treasurer's report given by Betsy Spender.
Management report given by Riley Reliable. Written reports presented and maintained in Association's records.
Collections report given by attorney **Lazega & Johanson** attorney.

Business:

Motion: Hire Pool R Us to resurface pool for \$26,000.

Vote: Motion Disapproved - One in Favor, two opposed, one abstaining.

Motion: Have Riley Reliable contact Lazega & Johanson to amend the association legal documents to restrict leasing in the community.

Vote: Motion Approved Unanimously

Resolved: That the Association contact Lazega & Johanson to amend the association legal documents to restrict leasing in the community.

Motion: Accept Lovely Landscaping Company's written proposal (maintained in the Association's records) to maintain the Association's common property, subject to the Association attorney's review of the contract.

Vote: Motion approved - three in favor, one opposed. Discussion of recognition that Lovely Landscaping was the highest bidder, but the consensus is that a good history with Lovely Landscaping justifies renewing the contract.

Resolved: That the Association accept Lovely Landscaping written proposal to maintain the Association's common property, subject to the Association attorney's review of contract.

Meeting adjourned at 8:30 p.m