

Secretary Handbook 2020-2021

Washington State
PTA[®]
everychild.one voice.[®]

This handbook is intended to serve as a guide for PTA secretaries. It contains an overview of the duties of a secretary, as well as a discussion of minutes and record keeping.

Washington State PTA | Tacoma WA 98409-7463

wastatepta.org | support@wastatepta.org

© 2010-20 Washington Congress of Parents and Teachers

All rights reserved. Permission granted to PTA affiliates to print and copy materials for internal use only.

Table of Contents

- 1. Introduction 3
- 2. Duties of a nonprofit board member 3
- 3. Duties of the secretary..... 3
 - 3.1 Materials 4
 - 3.2 Meeting minutes..... 4
 - 3.3 Correspondence..... 4
 - 3.4 Membership..... 4
 - 3.5 Filing..... 5
 - 3.6 PTA communications 5
 - 3.7 Agendas..... 5
 - 3.8 Attendance, training, and other activities 5
 - 3.9 Transition 5
- 4. Minutes 5
 - 4.1 Essential components of minutes..... 6
 - 4.2 How to begin minutes..... 7
 - 4.3 Approval of minutes..... 7
 - 4.4 Correction of minutes 7
 - 4.5 Financial reports 7
 - 4.6 Reports..... 8
 - 4.7 Correspondence..... 8
 - 4.8 Motions..... 8
 - 4.9 Election results..... 9
 - 4.10 Discussion..... 9
 - 4.11 Program..... 9
 - 4.12 Adjournment..... 9
 - 4.13 Signing the minutes..... 9
 - 4.14 Storing the minutes..... 9
 - 4.15 Posting the minutes 9
- 5. Records the PTA must maintain..... 10
 - 5.1 Minutes notebook..... 10
 - 5.2 Membership notebook 10
 - 5.3 Legal documents notebook..... 10

1. Introduction

This handbook is intended to serve as a guide for PTA secretaries. It contains an overview of the duties of a secretary and discussion of some commonly assigned responsibilities. It also offers an overview of how to properly take minutes along with more detailed discussion of the topics that are most commonly included in minutes. Finally, there is a brief discussion of PTA recordkeeping.

2. Duties of a nonprofit board member

Each member of a nonprofit board has three legal duties, collectively known as their “fiduciary” duty. A fiduciary is a person who holds something in trust for another. A PTA board is charged with holding the well-being of the PTA in trust for its members. The three legal duties are:

- **Duty of Care:** to pay attention to the organization’s activities and operations;
- **Duty of Loyalty:** to put the interests of the organization before personal and professional interests;
- **Duty of Obedience:** to comply with applicable federal, state, and local laws; adhere to the organization’s bylaws; and remain the guardians of the mission.

There are two Washington State PTA (WSPTA) resources that directly address these legal requirements: *PTA and the Law* and *Managing Your Nonprofit PTA*. *PTA and the Law* is a class that is offered yearly across Washington state. It has accompanying resources that are available only through that class. One elected officer from every PTA must take *PTA and the Law* yearly, in accordance with the WSPTA Standards of Affiliation agreement. *Managing Your Nonprofit PTA* is a handbook available on the WSPTA website under Leadership Guides. It is also a class that is commonly offered at region and/or council training. *Managing Your Nonprofit PTA*, both the handbook and the class, deal specifically with the role and responsibilities of the board of directors, including financial responsibilities and risk management considerations.

3. Duties of the secretary

The secretary shall take minutes, may plan the meeting agenda, issues notices of meetings, handles correspondence, and keeps an up-to-date roster of members and a current record of all committees. The secretary shall also serve in other ways as directed by the local PTA’s standing rules or by the president.

It is important that the secretary attend a WSPTA secretary’s class to learn in greater detail how to perform this job.

3.1 Materials

To assist the president and to be prepared to answer questions, the secretary should have the following materials available at every meeting.

Document notebook

3-ring binder tabbed as follows:

- Blank motion forms
- *WSPTA Uniform Bylaws* (current)
- Standing rules (current)
- Budget (current)
- Board roster (current and previous year)
- Membership list (current and previous year)
- Parliamentary procedure information
- Voting delegate information (for councils, if required by standing rules)

Minutes notebook

3-ring binder tabbed as follows:

- Membership meeting minutes
- Board of directors meeting minutes

This notebook should contain minutes from the past two years. Minutes older than two years may be kept in a separate binder or other type of storage.

Important: Minutes are a permanent record and are never discarded. They must be kept in a safe location as long as the local PTA or council exists.

3.2 Meeting minutes

The secretary must attend and keep minutes at all membership meetings and board of directors' meetings.

The secretary takes attendance at meetings to determine if a quorum is present. In the event both the president and the vice president are absent, the secretary calls the meeting to order and asks for nominations for a chair pro-tem.

More information about minutes appears in Section 4.

3.3 Correspondence

The handling of incoming and outgoing correspondence varies from organization to organization. The secretary will usually help prepare outgoing correspondence at the president's request. At the president's request, the secretary may read to the members important correspondence received by the local PTA or council.

3.4 Membership

The secretary shall maintain a current roster of all officers and board members and shall work with the membership chair to have a current membership list available for membership meetings. Prior to June 30, a final membership roster must be printed and filed with the local

PTA's or council's permanent records. In the absence of a membership chair, the secretary may be tasked with entering newly elected officers into the Washington State PTA membership database before the end of the fiscal year, June 30.

3.5 Filing

The secretary should maintain copies of all minutes, correspondence, committee reports, newsletters, meeting notices, and other such documents in the official files of the local PTA or council.

3.6 PTA communications

The secretary issues notices of meetings. The secretary should provide meeting highlights and other important information to the local PTA or council communications chair for inclusion in communications sent to members.

3.7 Agendas

The secretary may collaborate with the president to plan the meeting agenda. This includes reminding the president of any unfinished business to be considered. Once the agenda is set, the secretary should issue the "call" or notice of the meeting.

3.8 Attendance, training, and other activities

The secretary should attend the programs, activities, and events of the local PTA or council. If the local PTA is a member of a council, the local PTA secretary may also attend council meetings at the local PTA president's request. Like other elected officers, the secretary is required by the WSPTA Standards of Affiliation agreement to attend either a *PTA and the Law* workshop or another training during the fiscal year and is strongly encouraged to attend both.

3.9 Transition

At the end of the fiscal year, if assigned by the PTA's standing rules, the secretary should be sure all copies of the legal documents notebook are in order and ready to transfer to new officers. The outgoing and incoming secretaries should meet prior to July 1 to transfer all records, discuss the recordkeeping system, and pass on information about the secretary's role and responsibilities.

4. Minutes

The minutes of a PTA meeting are a permanent record of the business done at a meeting. PTA meeting minutes are more than a convenient record: minutes are a necessary legal document. The law requires that nonprofit corporations keep minutes of board of directors and membership meetings. In the past, courts and agencies have carefully studied the texts of meeting minutes when the association's policies, programs, or actions were challenged for tax or other legal reasons.

Secretaries should draft minutes with the understanding and intention that the minutes might one day be examined in an audit or investigation or used in litigation involving the local PTA or council. It is essential that the minutes accurately reflect the business done at a meeting. Simple and factual is best. Minutes should be a record of what was considered and accomplished at a meeting, not a record of each statement made by those attending. Minutes should never include personal opinions, interpretations, or comments. Minutes should be written in the third person. Descriptive phrases do not belong in a factual report of the business conducted.

PTA meeting minutes are also required to reflect specific actions to apply for WSPTA's local PTA and council Awards of Excellence. Minutes should reflect best practices, including: consideration and review of goals and objectives, election of nominating committee, election of officers, approval of standing rules, and approval of the budget. As items on the WSPTA Standards of Affiliation checklist are completed, these should also be shared in a meeting and noted in the minutes. The Standards of Excellence awards application offers important insights about business that should be included in the minutes.

4.1 Essential components of minutes

Minutes should:

- indicate the place, date, and time of the meeting.
- contain the statement that proper notice of the meeting was given to those entitled to receive notice.
- state whether the required quorum was present.
- contain a statement that the minutes of the previous meeting were distributed (or read aloud) and were approved either as written or as amended. All changes to the minutes of the previous meeting should be noted.
- contain the names of those attending the meeting. If a sign-in sheet is used, this may be attached to the minutes instead of listing attendees.
- follow a standard format.
- describe each motion, report, or communication made at the meeting, and should name the person making the motion, report, or communication.
- note any action taken in response to each motion, report, or communication.
- state the number of votes "for" and "against" a motion when a counted vote is taken.
- record election results.
- include the following attachments, as appropriate: copies of written contracts, leases, insurance policies, and other legal agreements approved at a meeting; sign-in sheets, when the list of attendees is too long to list in the body of the minutes; and any additional reports that the voting body elects to include in the minutes. The secretary does not have the authority to attach reports to the minutes; this action should be taken by the board or membership only for particularly important reports.

4.2 How to begin minutes

The first paragraph should report:

- Kind of meeting—membership or board of directors.
- Name of the association.
- Date, time, and location of meeting.
- Proper notice was given to all members.
- List of those in attendance (a sign-in sheet may be attached to the minutes).
- The presence of a quorum.

4.3 Approval of minutes

Minutes of the previous meeting must be reviewed, and any corrections made before they become part of the record. They can be distributed and approved as presented or they can be read aloud and approved as read. If any corrections are needed, they may be made at this time. A formal motion for approval of the minutes is not made. Once there are no changes or objections, the minutes of the previous meeting are considered approved and recorded in the minutes.

Approval of the minutes is done by the body the minutes belong to. Members approve membership meeting minutes. The board of directors approves board meeting minutes.

4.4 Correction of minutes

Corrections to the minutes should be placed in the margin of the minutes with a line drawn carefully around the portion corrected. The corrections should be dated and initialed. It is permissible, but not required, to prepare a final version of the minutes incorporating the changes, but the original draft with the annotations should be retained as well.

4.5 Financial reports

The *WSPTA Uniform Bylaws* require the treasurer to present a written financial report for each month, but these reports are not voted on or approved. The treasurer's report should be acknowledged in the minutes and kept on file by the secretary with other written committee reports, but it should not be attached to the minutes. If no report is submitted for a particular month, the treasurer's explanation should be recorded in the minutes. At the end of each fiscal year, a financial review should be conducted. The board of directors shall approve the financial review and the board's approval should be reflected in the minutes. The year-end financial report is part of the PTA's permanent records.

4.6 Reports

Record all reports (whether from an individual or a committee) and the name and title of the person who made them. A brief summary may be included, but minutes should primarily reflect resolutions, decisions, and actions taken as a result of the committee report. Important reports, if written, may be attached to the minutes if there is a vote to do so.

4.7 Correspondence

Note any correspondence that is read.

4.8 Motions

The person who makes the motion should fill out a motion form stating the exact wording of their motion, sign and date it. This is how the motion should be recorded in the minutes. Once minutes are approved, these forms are no longer needed. A sample motion form is shown below. Record all main motions (adopted or defeated) — except those that are withdrawn — stating the wording of the main motion as it was adopted or defeated.

- Record the name of the maker of the motion and note that the motion was seconded but **do not** record the name of the person who seconded the motion.
- Only the final motion, as amended, needs to be recorded. For example, minutes might say “after discussion and amendment, the following motion was adopted.”
- If a counted vote is taken, record the votes “for” and “against” the motion.

Date: ___/___/___
<i>I move that</i> _____ _____ _____ _____
Motion by: (print) _____ Signature _____
<i>FOR SECRETARY USE: General membership meeting or Board meeting (circle one)</i> <i>Motion Number</i> _____ <i>Second</i> _____ <i>Passed</i> _____ <i>Failed</i> _____ <i>Withdrawn</i> _____

Sample Motion Form

4.9 Election results

If an election is conducted at the meeting, the secretary should record the results of the election in the minutes, including the names of each candidate and the number of votes each received as reflected in the tellers' report. (See the *Nominating Committee and Elections Handbook* on the WSPTA website for more information on elections and recording minutes for elections.) The secretary should preserve the ballots cast for each office so that if the election is challenged, the vote may be verified by a recount, after which the ballots may be destroyed.

4.10 Discussion

Discussion is generally not included in the minutes unless a summary is essential to understand the action taken. Any summary should be in general terms, as brief as possible, and should not include names.

4.11 Program

Record the names or participants, the topic, and the method of presentation. Do not include details.

4.12 Adjournment

Record the time of adjournment and the date of the next meeting.

4.13 Signing the minutes

The secretary signs the minutes once they have been approved. While not incorrect, the words, "Respectfully submitted," in the closing of the minutes represent an older practice that is not essential in signing the minutes.

4.14 Storing the minutes

Signed minutes should be maintained in a separate notebook and retained permanently. They are the legal record of your PTA. Though they are not subject to public inspection, they are subject to inspection by PTA members of at least three months' standing, with a PTA purpose.

4.15 Posting the minutes

It is not recommended that minutes of membership meetings be posted to a website or other public platform. There are potential issues involved with making membership meeting minutes available online, because doing so makes these documents fully public. Minutes are not public documents, although they are subject to inspection by PTA members of at least three months' standing, with a PTA purpose. Minutes are not meant to be a substitute for a newsletter article, or to be a full summary of what was said and done in the meeting, and they may lack context for the reader. Minutes that are made public in this way may also be viewed and used by persons who do not have the best interests of the PTA in mind.

Approved minutes of board meetings should not be posted to a website or other electronic platform, as it is common for these minutes to include sensitive information. In general, it is preferable for the secretary to prepare a summary of the meeting that is appropriate for public posting.

5. Records the PTA must maintain

Every local PTA and council must protect and preserve the documents and records that relate to its legal existence and operation. A few of these documents are subject to public inspection. Even if they are not, these records are essential to the operation of the association. If the PTA is audited, having these records in one location will facilitate the process. To safeguard the PTA's organizational records, keep them in a safe place, such as a safe deposit box at a bank, or in a fireproof safe. Most PTAs maintain their corporate records in a three-ring binder (or several binders) with tabs for different categories of documents. A copy of records may also be maintained electronically.

5.1 Minutes notebook

Your PTA should keep a separate minutes notebook, or other storage method, containing the final signed copies of all minutes from board and membership meetings. These are a permanent record of the association and must be retained for the life of the PTA. It is permissible to keep several years of minutes in one notebook. A copy of the minutes may also be maintained electronically, but it is a best practice to keep a hard copy as well.

5.2 Membership notebook

Every PTA should keep a copy of both its board roster and its membership roster each year. These rosters must be retained permanently. Large PTAs may keep several years of rosters in a separate notebook; small PTAs may keep rosters in their legal documents notebook.

5.3 Legal documents notebook

This is a notebook or file into which the PTA places all documents relating to the legal status of the local PTA or council; many of these documents are subject to public inspection. The PTA's standing rules should state who maintains and updates the legal documents notebook and how many copies will be kept. For example, the secretary may be responsible for maintaining the original notebook and making copies for the president and treasurer. More information about legal document notebooks and records retention may be found on the WSPTA website, under Leadership Guides.