

## **Duties of the Secretary of a Nonprofit Corporation**

The secretary position of a non-profit organization plays a critical role in fostering communication and diligence through proper management and utilization of important records such as meeting minutes and the organization's bylaws.

The secretary position has wide-ranging responsibilities, requiring much more than simply being present at all board meetings. He or she is an active conduit for communication by giving proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes. Additionally, the secretary should be knowledgeable of the organization's records and related materials, providing advice and resources to the board on topics such as governance issues, amendments to the state laws, and the like, that will assist them in fulfilling their fiduciary duties. As the custodian of the organization's records, the secretary is responsible for maintaining accurate documentation and meeting any legal requirements such as annual filing deadlines. The secretary is responsible for reviewing and updating documents as necessary and ensuring all documents are safely stored and readily accessible.

A secretary will be most useful to an organization when his or her role is catered to meet the unique structure and needs of the organization, rather than filling a "one-fits-all" job description. For example, these duties often increase when the corporation is a membership organization, giving members the right to elect the directors. Duties may additionally change from time to time as may be assigned to him or her by the board.

### **General Responsibilities**

Organizations are required by law and by custom to maintain certain records for several purposes, including:

- accurate recollection of decisions;
- determination of eligibility to vote;
- continuity of policies and practices; and
- accountability of directors and officers.

The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board's business was conducted. In order to fulfill these responsibilities, and subject to the organization's bylaws, the Secretary records minutes of meetings, ensures their accuracy, and availability, proposes policies and practices, submits various reports to the board, maintains membership records, fulfills any other requirements of a Director and Officer, and performs other duties as the need arises and/or as defined in the bylaws.

### **Accountability**

The Secretary is accountable to the Board of Directors (if elected or appointed by them) or Members. (If elected by the membership at a members meeting) as specified in the bylaws. Through the Board of Directors, certain duties of the Secretary may be delegated to the Executive Director, Board members and/or committees as appropriate; however, the accountability for them remains with the Secretary.

### **Specific Duties**

#### **Minutes**

The secretary is responsible for ensuring that accurate minutes of meetings are taken and approved.. Requirements of minutes may vary with the jurisdiction but should include at a minimum:

- date, time, location of meeting;
- list of those present and absent;
- list of items discussed;
- list of reports presented;
- text of motions presented and description of their disposition.

The Secretary signs a copy of the final, approved minutes and ensures that this copy is maintained in the corporate records.

### **Custodian of records**

The secretary ensures that the records of the organization are maintained as required by law and made available when required by authorized persons. These records may include founding documents, (eg. letters patent, articles of incorporation), lists of directors, board and committee meeting minutes financial reports, and other official records.

### **Membership Records**

The Secretary ensures that official records are maintained of members of the organization and Board. He/She ensures that these records are available when required for reports, elections, referenda, other votes, etc.

### **Bylaws**

The Secretary ensures that an up-to-date copy of the bylaws is available at all meetings.

### **Communication**

The Secretary ensures that proper notification is given of directors' and members' meetings as specified in the bylaws. The Secretary manages the general correspondence of the Board of Directors except for such correspondence assigned to others.

### **Meetings**

The Secretary participates in Board meetings as a voting member. The Secretary provides items for the agenda as appropriate. In the absence of the President (and Vice-President, if the position exists), the Secretary calls the meeting to order, presiding until a temporary chairperson is elected. The secretary records meeting minutes as described above Depending upon the bylaws and practices of the organization, the Secretary may perform these duties for Member meetings (eg. Annual General Meeting) and/or for an executive committee.

### **Signing Officer**

The Secretary may be designated by the Board of Directors and/or bylaws as one of the signing officers for certain documents. In this capacity, the Secretary may be authorized or required to sign or countersign checks, correspondence, applications, reports, contracts or other documents on behalf of organization.

### **Filing of Documents**

The Secretary may be the registered agent with respect to the laws of the jurisdiction.; the person upon whom legal notice to the corporation is served, and responsible for ensuring that documents necessary to maintain the corporation are filed.

### **Note 1**

*This document uses the word "ensure" to convey the intent that accountability for the specified responsibilities lies with the Secretary but it is not necessarily the Secretary who carries out the activity. Indeed, we expect that many of these responsibilities will be delegated to board committees, staff, or others including experts retained for a specific purpose. The word "ensure" is not intended to imply any additional source of legal duties beyond those that are required by law.*

### **Note 2**

*Minutes should have enough information to help absent directors and members understand what issues were discussed and what decisions were made. Some lawyers advise that in certain circumstances, minutes should include summary of discussion, rationale for decision, names of those participating in the discussion, and the roll call, noting any declared conflicts of interest. These circumstances: are if the matter is contentious, if board members dissent, if there is any concern about exposure to liability, or if a board member has a conflict of interest.*