

Secretary Handbook 2021-2022

Washington State
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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.

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1. Introduction

This handbook is a guide for PTA secretaries. It contains an overview of the duties of a secretary and discussion of commonly assigned responsibilities. It also includes how to properly take minutes and details of what should be included in minutes. Finally, there is a brief discussion of PTA recordkeeping.

Washington State PTA (WSPTA) has additional resources available for secretaries on its website, including resources for records retention and legal documents.

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 and to comply with applicable federal, state, and local laws;
- **Duty of Loyalty:** to put the interests of the organization before personal and professional interests;
- **Duty of Obedience:** to remain the guardians of the mission and ensure funds are spent on the mission.

Two WSPTA resources 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* deals with financial duties of the board of directors and risk management.

3. Duties of the secretary

The secretary takes minutes, may plan the meeting agendas, issues notices of meetings, handles correspondence, and keeps a roster of members and a record of all committees. The secretary may also have additional duties 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

- Blank motion forms
- Blank attendance sheets
- *WSPTA Uniform Bylaws* (current)
- Standing rules (current)
- Board policies (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

- Membership meeting minutes
- Board of directors meeting minutes

Minutes from the past two years should be available at every meeting. Minutes older than two years may be stored separately.

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 duties

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 volunteers to serve as a temporary chair. If more than one person volunteers, the group may vote to decide who will run the meeting.

More information about minutes appears in Section 4.

3.3 Correspondence

The handling of correspondence is different in each PTA. The secretary may help prepare outgoing correspondence at the president's request, or may share important correspondence with members at meetings.

3.4 Membership

The secretary maintains a current roster of all officers and board members and works 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 WSPTA membership database.

3.5 Recordkeeping

The secretary maintains copies of all minutes, correspondence, committee reports, and meeting notices 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 for inclusion in sent to members.

3.7 Agendas

The secretary may help plan the meeting agendas. This includes reminding the president of any unfinished business to be considered. Once the agenda is set, the secretary should issue a notice of the meeting, also called the "call to meeting." The method used to issue this notice should be specified in the PTA's standing rules.

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 secretary may also attend council meetings. 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 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 necessary legal documents. The law requires that nonprofit corporations keep minutes of board of directors and membership meetings.

Secretaries should write minutes with the understanding and intention that the minutes might one day be examined in an audit, investigation, or used in litigation involving the local PTA or council. Simple and factual is best. Minutes should be a record of actions taken at a meeting, not a record of each statement made by those attending. Minutes should never include

personal opinions, descriptive phrases, interpretations, or comments. Minutes should be written in the third person.

PTA meeting minutes are required to reflect specific actions to apply for WSPTA Awards of Excellence. Minutes should briefly 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 type of meeting (board, membership, etc.).
- Include the name of the association.
- 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.
- State the final text of each motion as amended and name the person who made the motion.
- State whether a motion was seconded.
- List each report made at the meeting, and name the person making the report.
- State the number of votes “for” and “against” a motion when a counted vote is taken, or state that the motion “passed” or “failed” if a voice 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 chooses 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 Approval of minutes

Minutes of the previous meeting must be reviewed and 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 corrections are needed, they may be made at this time. A formal motion for approval of the minutes is not needed. After corrections are made, the minutes of the previous meeting are considered approved and approval is recorded in the minutes.

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

4.3 Correction of minutes

Corrections to the minutes should be made so that the original language and the correction are retained with the final minutes. 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.

4.4 Financial reports

WSPTA Uniform Bylaws require a 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 and a report submitted to the board of directors. Minutes should reflect the review of this report by the board of directors, as well as any actions taken in response to this report. Membership meeting minutes should reflect that a summary of the financial review and any actions taken were presented and accepted by the members. The year-end financial report is part of the PTA's permanent records.

4.5 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.

4.6 Correspondence

Note any correspondence that is read.

4.7 Motions

A person who makes a motion should fill out a motion form stating the exact wording of the 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 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. If a voice vote is taken, record only whether the motion passed or failed.
- Record any conflict of interest and the name of any person who does not vote on a motion for this reason.
- **Do not** record any objection to the final vote.

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

4.8 Election results

If an election is conducted at the meeting, the secretary records 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 preserves 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.

4.9 Discussion

Discussion is 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.

4.10 Program

If a program or presentation is given, record the names or participants, the topic, and the method of presentation. Do not include details.

4.11 Adjournment

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

4.12 Signing the minutes

The secretary signs the minutes once they have been approved.

4.13 Storing the minutes

Signed minutes should be maintained in a separate notebook and retained permanently. They are a legal record of PTA business. They are not subject to public inspection, but may be inspected by PTA members of at least three months' standing, who have a PTA purpose for doing so.

4.14 Posting the minutes

It is not recommended that minutes of membership meetings be posted to a website or other public platform, because doing so makes these documents fully public. 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 made public in this way may 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. 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 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. Many PTAs maintain 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 in secure online storage.

5.1 Minutes

Your PTA should keep 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 in a secure online storage, but it is a best practice to keep a hard copy as well.

5.2 Membership records

Every PTA should keep a copy of both its board roster and its membership roster each year. These rosters must be retained permanently.

5.3 Legal documents

All documents relating to the legal status of the local PTA or council must be kept; many of these documents are subject to public inspection. These documents are often kept in a notebook, but other storage options are also acceptable, including secure online storage. A PTA's standing rules should state who maintains and updates the legal documents, how many copies will be kept, where the copies are kept, and who is responsible for any passwords. For example, the secretary may be responsible for maintaining the original notebook and making copies for online storage accessible by the president and treasurer.