

LET'S TAKE A MINUTE TO DISCUSS....MINUTES

California and Nevada state laws require all corporations to hold timely Board of Director and membership meetings with notice given prior to such meetings. Along with proper notice (another reason to publish a monthly or at least quarterly newsletter), proper minutes must be taken and signed by the principal directors who are the President and Secretary of the District. Too often, courts have "pierced the corporate veil" and fined corporations and or personally fined directors for not following correct corporate laws within their state.

This is not meant to intimidate those who volunteer and serve. But let's take a moment and review what's fairly easy and not complicated at all. We send out notice and we conduct our meetings according to The Moose and Robert's Rules of Order. When not otherwise provided for The Moose General Laws allow for Robert's Rules of Order to prevail.

It's not enough to just hold meetings. Minutes must be fully and properly taken as they are proof of all relevant corporate matters and decisions having been discussed, voted upon when necessary, and acted upon correctly at such meetings of relevance.

Minutes must clearly and precisely set forth actions considered, motions made, as well as the voting of directors and/or members at each specific meeting. There should be no expounding upon the minutes when read; only that which is documented. And, upon completion of minutes taken, they must be signed by the principal directors, the President and Secretary of the District. Additionally, all fully legible and complete minutes should be maintained in a bound minute book for future reference when necessary.

Always use correct and specific language when taking minutes. Be cautious to note detailed information as it was discussed, not personally interpreted. Properly note contributors to a discussion and/or motion of acceptance by title and name (i.e., President Joe). Please take careful notes to be transcribed as the official minutes of each specific meeting. While minutes are private, should a state or the IRS request an audit, key words can be used for or against the corporation. Therefore, it's crucial that minutes be worded carefully so as to contain sufficient detail to not only be fully understood by the corporate membership, but to protect in cases of audit or subpoena as well.

