



# CMSA Board of Directors Positions - Chapters

## SECRETARY

**Requirements:** Serves a two-year term of office as a voting member of the Executive Committee **(Recommended)**

**Reports to:** President and Board of Directors

**Basic role:** 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 CMSA's bylaws, the Secretary reviews minutes of meetings, ensures their accuracy and availability, fulfills any other requirements as directed by the President or Board of Directors, and performs other duties as the need arises and/or as defined in the bylaws.

### **Additional requirements:**

- Is a CMSA member in good standing.
- Has been a CMSA member for the past 3 consecutive years. **(Recommended)**

### **Secretary must:**

1) Attend all in-person Board Meetings, Be present at a minimum of 80% of Board conference calls, and participate in at least 80% of online voting topics.

### **Responsibilities:**

The Secretary is responsible for ensuring that accurate minutes of meetings are taken and approved. Meeting minutes serve to record what was done (the actions) at a meeting, not what was said at the meeting. Minutes serve as the legal record of what was decided at a meeting. **Robert's Rules** recommends that minutes contain the following items:

1. Type of meeting
2. Name of organization

3. Date, time and place of meeting
4. Names of presiding officer and recorder of minutes
5. Members present (members absent is optional)
6. Establishment of a quorum
7. Record of action taken on the minutes of the previous meeting
8. Exact wording of each main motion as it was voted on with name of the maker of the motion and whether the motion passed or failed
9. If the vote on the motion was counted, the count should be included.
10. Dissenting votes should be included only if a member requests that they go on record with their dissenting vote.
11. Any notices given at the meeting, especially for items that require that previous notice be given.
12. Points of order and appeals
13. Reports should include the name of the committee/team/panel/liaison and the reporting member. If written reports are provided, it should be attached to the minutes and the minute should note that it is attached.

**Robert's Rules** recommends that the following should **not** be included in minutes:

1. Opinions or interpretations of the recording secretary
2. Judgmental phrases like "heated debate" or "valuable comment"
3. Discussion (Remember, minutes are a record of what was done, not what was said)
4. Motions that are withdrawn
5. Name of the person who seconded a motion
6. Flowery language
7. Detailed reports
8. Transcripts of the meeting (minutes should not be taken down verbatim)

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. articles of incorporation, bylaws), lists of directors, board and committee meeting minutes financial reports, and other official records.

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

**Communications:** The Secretary manages the general correspondence of the Board of Directors except for such correspondence assigned to others. The Secretary also ensures communications with the members.

**Meetings:** In the absence of the President and Vice-President, the Secretary calls the meeting to order, presiding until a temporary chairperson is elected. The Secretary records meeting minutes as described above. The Secretary performs these duties for Member meetings (eg. Annual Membership Meeting), Board Meetings, and/or for an Executive Committee Meeting).