**Dewey-Humboldt Firewise**

**Secretary of the Board**

**Role Overview:**

The secretary of a nonprofit organization plays a critical role in fostering communication and ensuring proper management and utilization of important organizational records. Generally, an organization’s bylaws will set the duties of the secretary, however duties may change from time to time as may be assigned by the board. A secretary will be most useful to an organization when his or her role is shaped to meet the unique structure and needs of the organization, rather than filling a standard job description.

**Core Competencies:**

* Excellent communication skills, both verbal and written.
* Ability to interact with board officials, directors, and the organization’s membership, all of whom come from multiple business or cultural backgrounds.

**Board Position:**

* The board secretary is one of three required board positions for a nonprofit organization and is to be appointed in a manner consistent with the bylaws (Article V, Section 6)
* He/she is accountable to the board and like other members of the board has no authority to direct staff or act on matters outside the duties outlined in their position description
* Time commitment is approximately 20 hours a month (board meetings, community gatherings and secretarial duties)
* The secretary works closely with the Chair of the Board
* In the event that the Secretary is unable to attend a meeting where minutes or notes are to be taken, it is the secretary’s responsibility to find an alternative
* Term of office is 2 years (unless otherwise determined)

**Areas of Responsibility:**

**Communication**

The secretary of the organization is an active conduit for communication between the board and members, by giving proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes. The secretary should be knowledgeable of the organization’s records and related materials. The secretary should aim to be helpful to the board as they discharge their fiduciary duties.

**Board Meetings and Minutes (Notices, Meetings and Materials):**

The secretary is tasked with knowing and complying with notice requirements (such as upcoming board meetings, annual meetings, and special meetings) and scheduling meetings to accommodate the board. Notice requirements can be particularly important and should be complied with strictly, as improper notice can open the organization up to challenge.

The secretary is responsible for scheduling board meetings. A board can more efficiently and effectively hold a board meeting when the secretary prepares and sends meeting materials far enough in advance of the meeting for each member to review such materials, correct any errors and prepare questions and comments.

**Minutes of Meetings**

The secretary should attend all board meetings to keep a detailed record of the board’s actions.

Minutes are an important organizational document and provide a chronological record of key information such as board actions, elections of officers or directors and certain reports from committees. The secretary should be well-equipped to record accurate minutes and be aware and sensitive to any special or confidential information discussed at a meeting. The minutes should reflect the format and level of detail that the board has determined.

Meeting minutes can have vital legal significance in an IRS examination and as evidence in courts if, for example, someone challenges the validity of certain actions or positions.

The board’s actions during the meeting are later typed up and sent to the organization’s entire membership within two weeks of the next board meeting, as a recap of the events and the votes or decisions that transpired during the meeting.

**Custodian of Corporate Records**

As custodian of the organization’s records, the secretary is responsible for reviewing, updating, and maintaining accurate documentation and meeting legal requirements. This includes updating the organization’s bylaws and maintaining its articles of incorporation along with keeping accurate and up-to-date records of its membership (including board member appointment dates, term of appointments and bios), board minutes, financial reports and other important documents. The secretary is responsible for safely storing the organization’s minutes and other legal documents and ensuring that all documents are readily accessible for inspection by chair and members.

**Summary of Board Secretary Responsibilities:**

* Board member
* Keeps copies of the organization’s bylaws and the board’s policy statements
* Maintains and updates legal documents and filing deadlines
* Keeps lists of board members, committees, and volunteers
* Notifies board members of meetings
* Prepares resolutions and other meeting materials
* Brings digital or paper version of minute history to meetings
* Keeps record of board attendance
* Ensures quorum at board meetings
* Keeps accurate minutes of meetings
* Records all motions and decisions of meetings
* Signs minutes to attest to their accuracy
* Prepares and distributes materials as required prior to next board meeting
* Develops sign-in form for community meetings and stores sheets digitally
* Develops event volunteer form and coordinates volunteer service time, i.e., Agua Fria Festival and Dewey-Humboldt Town/Firewise Clean-up Days, Annual “Don’t Get Burned” Event
* Maintains contact lists for first responder agencies, other Firewise agencies, school contacts, and sponsors
* Maintains email list and sends out information as requested by board members