

## 35--How Should Association Minutes and Records Be Maintained?

Associations must keep meeting minutes for Board Meetings, Board committee meetings and Association meetings.<sup>1</sup> Meeting minutes serve as the official (and legal) record of decisions made and actions taken at a Board Meeting or an Association meeting.<sup>2</sup> Associations organized under WUCIOA, the New Act and the HOA Act are required to keep meeting minutes for Board Meetings and Association meetings.<sup>3</sup> Old Act Condo Associations are only required to keep meeting minutes for Board Meetings and Association meetings if the Association is incorporated under one of the Nonprofit Corp. Acts.<sup>4</sup> The Governing Statutes provide little guidance on what must be included in the minutes.

Under WUCIOA the minutes must record:

- (1) The decision on each matter voted upon at a Board Meeting or Unit Owner meeting must be recorded in the minutes.<sup>5</sup>
- (2) The removal of a Board Member or elected officer by the Board.<sup>6</sup>
- (3) A record of Unit Owner votes must be kept with the minutes of the Association meetings.<sup>7</sup>

The content that an Association is required to include in its meeting minutes may be determined by the Association's Governing Documents. Associations may require their meeting minutes to include any information they want, but Associations typically should require the following information be included:

- (1) the type of meeting (i.e. "regular" or "special"),

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- (2) the name of the body that held the meeting (i.e. the Board or the Association),
- (3) the date of the meeting,
- (4) the location of the meeting (if it is not always the same),
- (5) the names of those present (and those who were not present) for Board Meetings, and whether a Quorum was present if an Association meeting,
- (6) whether the minutes of the previous meeting were approved (including the date of the previous meeting),
- (7) all motions (resolutions) made (excluding withdrawn motions), points of order, and appeals including vote tallies for both approved and defeated motions, and
- (8) the time the meeting began and adjourned.

Before the minutes are official they must be approved by the entity that held the meeting.

The purpose of meeting minutes is to provide interested parties (i.e. Owners in an Association) with a record of what action was taken at a given meeting. Meeting minutes also allow the Association (read: the Board) and Owners to keep track of the status of resolutions and projects, and meeting minutes can also resolve disputes (as they are the official record of what occurred at a meeting).

The minutes are the official record of what happened. What they say happened is what legally happened (even if you think it is not what actually happened). When the minutes are approved, it is the majority of the Board (or Association as appropriate) agreeing that they accurately reflect what happened.

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Minutes are not a narrative about who said what. They should reflect actions considered by the Board (motions made) and the outcome of each. Some Associations keep records of all passed motions in a "Book of Resolutions" to have a single source of the actions taken by the Board. This book would list the resolutions that affect the community. It would not list routine motions like approval of minutes.

How long an Association keeps its meeting minutes, where and in what form (electronic or paper) they are kept, and who is ultimately responsible for their retention and preservation can all be determined by the Association's Governing Documents. There are no statutory requirements for any of these issues.

Typically, the meeting minutes are the responsibility of the secretary of the Board. If the Governing Documents do not specify how long meeting minutes should be kept, we advise that meeting minutes are a permanent record of the Association.

Meeting minutes do not have to be filed with any government entities and they can (and should) be kept with the Association's Declaration and Bylaws. Meeting minutes should be kept in a bound ledger with numbered pages. Traditionally, meeting minutes were hand-written, but most people type (electronically) meeting minutes now. Some Associations keep electronic copies of minutes and some post all minutes to a private website for access by community members.

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<sup>1</sup> See RCW 24.03.135 (Required documents in the form of a record — Inspection — Copying); RCW 24.06.160 (Books and records); RCW 64.34.300 (Unit owners' association — Organization); RCW 64.38.035 (Association meetings — Notice — Board of directors).

RCW 64.90.445(3). ("Minutes of all unit owner meetings and board meetings, excluding executive sessions, must be maintained in a record. The decision on each matter voted upon at a board meeting or unit owner meeting must be recorded in the minutes.")

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RCW 64.90.495(1)(b). (“An association must retain the following...Minutes of all meetings of its unit owners and board other than executive sessions, a record of all actions taken by the unit owners or board without a meeting, and a record of all actions taken by a committee in place of the board on behalf of the association...”)

<sup>2</sup> Board actions or decisions are referred to as resolutions. Association actions or decisions are typically approval of or ratification of Board resolutions. For example, Associations ratify budgets proposed by Boards.

<sup>3</sup> See RCW 24.03.135 (Required documents in the form of a record — Inspection — Copying); RCW 24.06.160 (Books and records); RCW 64.34.300 (Unit owners' association — Organization); RCW 64.38.035 (Association meetings — Notice — Board of directors); RCW 64.90.445 (Meetings); RCW 64.90.495 (Association Records).

<sup>4</sup> See RCW 24.03.135; RCW 24.06.160.

<sup>5</sup> RCW 64.90.455.

<sup>6</sup> RCW 64.90.520(4). (“The board may, without a unit owner vote, remove from the board a board member or officer elected by the unit owners if (a) the board member or officer is delinquent in the payment of assessments more than sixty days and (b) the board member or officer has not cured the delinquency within thirty days after receiving notice of the board's intent to remove the board member or officer. Unless provided otherwise by the governing documents, the board may remove an officer elected by the board at any time, with or without cause. *The removal must be recorded in the minutes of the next board meeting.*”)

<sup>7</sup> RCW 64.90.455(6)(j). (“When an action is taken pursuant to this subsection, a record of the action, including the ballots or a report of the persons appointed to tabulate such ballots, must be kept with the minutes of meetings of the association.”)