

First Meeting Agenda Items

It's important to record the key board decisions and actions that were made during the formation of your nonprofit. This document contains an overview of how to conduct your first meeting, and a sample template for the meeting.

The overview is written with the assumption that **you have already filed for your nonprofit status** and are simply recording what has already transpired.

If you have not yet completed these tasks to form your nonprofit, then your minutes should reflect where your organization is actually at in the process. The language would be approving and directing someone to complete the tasks.

Take Attendance (AKA Roll Call)

The first step is the easiest – take attendance. Be sure that you have a quorum –which is a majority of your Board as codified in your Bylaws. Once this has been established, you can proceed with the meeting.

Appoint a Temporary Chair and Secretary

In order to conduct a meeting, you will need someone to chair the meeting and someone to record the meeting. So, your first order of business is to designate these people. This should be motioned and voted on.

Motion: I move that _____ be appointed as temporary chair for this meeting.

This motion requires a “second” before discussion about the motion can begin. Once discussion is complete a vote should follow to select the temporary chair.

Motion: I move that _____ be appointed as temporary Secretary for this meeting.

This motion requires a “second” before discussion about the motion can begin. Once discussion is complete a vote should follow to select the temporary Secretary.

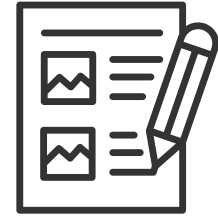
At this point the temporary Chairperson/President will conduct the meeting and the temporary Secretary shall record the minutes.

Report on Filing of Articles of Incorporation

Your Articles of Incorporation should have already been filed and approved by your state. The chair of the meeting should report to the board that this has been done. At this point the board needs to make the Articles of Incorporation part of the official record.

Motion: I make a motion to direct the Secretary of this Corporation to make a copy of the signed and certified articles of incorporation and place them in a corporate binder to be kept at our principal office.

This motion requires a “second” before discussion about the motion can begin. Once discussion is complete a vote should occur to accept the motion. The Secretary should record this motion and the results of the vote.



Adoption of Bylaws

At this point, the Chairman/President should present the board with the organization’s Bylaws. Before discussion can begin someone must make a motion to adopt the Bylaws. It is a good idea to email a copy of the Bylaws to all meeting attendees prior to the first official meeting.



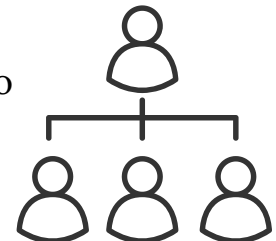
Motion: I make a motion to adopt the presented Bylaws as the Bylaws of this organization.

This motion requires a “second” before discussion can continue. Once seconded, any amendments (changes) can be introduced and voted on. Once discussion is complete a vote should occur and be recorded by the Secretary.

Appointment of Officers

Now that you have accepted Articles of Incorporation and approved your Bylaws, it is time to officially elect your board officers.

Motion: I nominate _____ to the office of Chairman/President of this organization. *This motion requires a “second” before discussion about the motion can begin. Once all nominations have been received you can proceed with a vote in accordance with your Bylaws. This should be recorded by the Secretary.*



Repeat this motion for the Vice Chairman/Vice President, Treasurer and Secretary. After completion of all the voting, the new officers should take their positions and relieve the temporary officers of their duties.



Note: It is OK to have one person serve as multiple officers on your board, but the offices of Chairman/President and Secretary cannot be held by the same person.

Designate Principal Office

Most states require that a principal office be designated when you file your Articles of Incorporation. Now that you have an official board, you should confirm the location of your principal office.

Motion: I make a motion that the principal office of this organization be located at/in the state of _____.

This motion requires a “second” before discussion about the motion can begin. Once discussion is complete a vote should occur and be recorded by the Secretary

Open a Corporate Bank Account and Obtain EIN



Your bank account has likely already been opened (and you should have your EIN). But if it hasn't, it is good practice to make any financial related decisions in a motion. If your board is ready to open a bank account, then proceed with the following motion.

Motion: I make a motion to authorize the Chairman/President (or other officer) to apply for an Employer Identification Number and open a corporate account at the _____ bank.

File for Tax Exemption

You have probably already filed to become a 501(c)(3) tax exempt organization, but if you haven't, then you will need to authorize someone to apply for tax-exempt status as a charitable organization under Section 501(c)(3) of the Internal Revenue Code.

Motion: I make a motion to approve the application for tax-exempt status -OR- I authorize _____ to apply for tax-exempt status as a charitable organization under Section 501(c)(3) of the Internal Revenue Code.

File Required State Reports

Once your organization has its first official meeting many states require an initial report or registration be filed, or Charitable Registration. Often these are done after the federal tax-exemption is granted. Check with your state to see which reports need to be filed.

Motion: I move to authorize _____ file all reports, and registration statements required by our state statutes for new Corporations. These reports/filings should include (list here the required documents) _____.

This wraps up your first meeting. Be sure that the Secretary types up the minutes and has them distributed to your board members prior to your next meeting.

Congratulations! Things are really starting to take shape now. Good work.

**Minutes of First Meeting of Board of Directors
of**

The Board of Directors of _____ held its first meeting on _____, 20____, at _____.

The following directors, constituting a quorum of the full board, were present at the meeting:

The following directors were absent:

On motion and by unanimous vote, _____ was elected temporary Chairperson/President and then presided over the meeting.
_____ was elected temporary Secretary of the meeting.

Articles of Incorporation

The Chairperson/President announced that the Articles of Incorporation was filed with the Secretary of State of the State of _____ on _____.

RESOLVED, that the Secretary of this Corporation is directed to see that a copy of the Articles of Incorporation, file-stamped or certified by the Secretary of State is kept at the Corporation's principal office.

Bylaws

There was then presented to the meeting for adoption a proposed set of Bylaws of the Corporation. The Bylaws were considered and discussed and, on motion duly made and seconded, it was unanimously

RESOLVED, that the bylaws presented to this meeting be and hereby are adopted as the Bylaws of the Corporation;

RESOLVED FURTHER, that the Secretary of this Corporation is directed to see that a copy of the bylaws is kept at the Corporation's principal office.

Corporate Tax Exemptions

The Chairperson/President announced that, upon application previously submitted to the Internal Revenue Service, the Corporation has made application to be exempt from payment of federal corporate income taxes under Section 501(c)(3) of the Internal Revenue Code per Internal Revenue Service on _____, 20___. The Chairperson/President then presented the federal tax exemption application and the Secretary was instructed to insert this letter in the corporate records book.

The Chairperson/President announced that the Corporation will file for exemption from applicable state corporate income, franchise, or similar taxes once the IRS approval is completed. The Chairperson/President instructed the Secretary to place a copy of any correspondence related to the Corporation’s state corporate tax exemption in the corporate records book.

Election of Officers

The Chairperson/President then announced that the next item of business was the election of officers. Upon motion, the following persons were unanimously elected to the offices shown after their names:

- _____ Chairman/President
- _____ Vice Chairman/Vice President
- _____ Secretary
- _____ Treasurer

Each officer who was present accepted his or her office. Thereafter, the Chairperson/President presided at the meeting as Chairperson/President of the meeting, and the Secretary of the Corporation acted as Secretary of the meeting.

Principal Office

After discussion as to the exact location of the Corporation’s principal office for the transaction of business in the county named in the Bylaws, upon motion duly made and seconded, it was RESOLVED, that the principal office of this Corporation shall be located at/in the state of _____.

Bank Account

Upon motion duly made and seconded, it was RESOLVED, that the funds of this Corporation shall be deposited with _____.

RESOLVED FURTHER, that the treasurer of this Corporation be and hereby is authorized and directed to establish an account with said bank and to deposit the funds of this Corporation therein.

RESOLVED FURTHER, that any officer, employee, or agent of this Corporation be and is authorized to endorse checks, drafts, or other evidences of indebtedness made payable to this Corporation, but only for the purpose of deposit.

RESOLVED FURTHER, that all checks, drafts, and other instruments obligating this Corporation to pay money shall be signed on behalf of this Corporation by any of the following persons:

RESOLVED FURTHER, that said bank be and hereby is authorized to honor and pay all checks and drafts of this Corporation signed as provided herein.

RESOLVED FURTHER, that the authority hereby conferred shall remain in force until revoked by the Board of Directors of this Corporation and until written notice of such revocation shall have been received by said bank.

RESOLVED FURTHER, that the Secretary of this Corporation be and hereby is authorized to certify as to the continuing authority of these resolutions, the persons authorized to sign on behalf of this Corporation, and the adoption of said bank's standard form of resolution, provided that said form does not vary materially from the terms of the foregoing resolutions.

Compensation of Officers

There followed a discussion concerning the compensation to be paid by the Corporation to its officers. Upon motion duly made and seconded, it was unanimously

RESOLVED, that the following annual salaries be paid to the officers of this Corporation:

Chairman/President \$ _____

Vice Chairman/Vice President \$ _____

Secretary \$ _____

Treasurer \$ _____

Since there was no further business to come before the meeting, on motion duly made and seconded, the meeting was adjourned.

Dated: _____

_____, Secretary