

I'm on a Nonprofit Board - **Now What?**

The Legal Governance Lowdown for Nonprofit Board Members and Leaders



Call to Order: How to Prepare for and Run a Board Meeting

This article presents general guidelines for Ohio nonprofit organizations as of the date written and should not be construed as legal advice. Always consult an attorney to address your particular situation.

When you think about serving on a nonprofit board, the first thing that often comes to mind is attending board meetings. When nonprofits take time to plan and run well-organized board meetings, they can improve attendance, board member preparedness, efficiency, and decision-making. They also help their board members meet their legal fiduciary duties under Ohio law.

Use your bylaws to help you plan board meetings.

Preparation for board meetings should begin long before the meeting starts. A good place to start is with your organization's code of regulations, also called your "bylaws".

Your bylaws likely have provisions, or even a whole section, containing guidelines for board meetings. Look for requirements such as:

- how many, where, and when board meetings must take place;
- how the organization must notify board members of upcoming meetings;
- what constitutes a quorum; and
- whether board members are allowed to attend virtually, such as by Zoom or phone.

On a side note, if you are looking at your bylaws and realize some of these pieces are missing, unclear, or inconsistent with how your board actually operates, it is important to dedicate time to revising your bylaws. For more information, see [Rules to Live By: Your Bylaws \(aka Code of Regulations\)](#)

How many board members must attend the meetings?

In Ohio, nonprofits must have at least 3 board members. You should strive to schedule meetings when all board members are available to attend. Often though, not every board member will be able to attend every meeting. At a minimum, make sure that at least a **quorum** can attend. A **quorum** is the specific number or percentage of board members that must attend a meeting for the board to conduct business, vote, and make decisions. A best practice is to require at least a simple majority of board members to satisfy the quorum. By doing this, you will ensure that a few rogue board members cannot make important decisions without a majority of the board members present.

Can board members attend meetings by phone or Zoom?

Unless your bylaws require that board members meet in person, Ohio law allows board members to attend virtually if the board member can fully "participate". This means that all board members - even those on Zoom, the phone, Teams, or whatever technology you use - must be able to ask questions, hear what is being discussed, vote, and communicate with other board members in **real time**.

Under Ohio law, nonprofit boards are required to meet at least one time per year. Most nonprofit boards meet quarterly or monthly. Once the meeting dates are set, send them to the board members well in advance.

Help board members prepare by sending materials ahead of the meeting.

When board members are prepared, their meetings are more efficient, have higher attendance, and can result in better decisions. The best way you can help board members prepare for board meetings is by sending materials for them to read ahead of time.

Check your bylaws for any requirements on how far in advance you need to send materials to board members. Otherwise, a good rule of thumb is **at least 7 seven days** before the meeting.

What should be sent to board members before meetings?

As a best practice, a nonprofit should send these items to board members in advance:

- An agenda;
- Current financial statements;
- Minutes from the last meeting; and
- Any information about topics on the agenda that will help board members be ready to ask questions, discuss, and vote.

How should the agenda be organized?

A typical agenda includes these items, in order:

- Call to order
- Approval of minutes from the prior meeting
- Staff, officer and/or committee reports
- Old business
- New business
- Adjournment

Keep written minutes of the meeting, but do not make a transcript.

Another requirement in Ohio is that someone take written minutes during the meeting. Meeting minutes typically include:

- The date, place, and time the meeting begins.
- The names of the board members, staff, and invited guests in attendance. If anyone enters or leaves the meeting, that should be noted in the minutes.
- Whether a quorum is present. If you do not have a quorum, it is ok to have discussions, but the board cannot vote, make decisions, or conduct any business.
- Items discussed with notes that "questions were asked, and a discussion took place". The minutes are not a transcript of the meeting and generally should not attribute specific comments to individual board members.
- When voting, it should be noted who made the motion and seconded it, as well as the outcome of the vote, including any board members who opposed or abstained from voting.
- The time of adjournment.

Once the minutes are approved by a vote at the next meeting, the secretary should sign them and keep them in a physical or electronic file **permanently**. The minutes become a legal record of what happened at the board meeting.

Conclusion

Each of these steps is designed to help nonprofits have efficient and effective board meetings. By the time board members gather around the table at a meeting, they should know what will be on the agenda, be ready to ask questions, participate in meaningful discussion, and vote when a motion is made. Board members should feel confident that what is discussed will be kept confidential by the board and staff. All of this will help board members meet their legal fiduciary obligations and help create better outcomes for the nonprofit they support.

Additional Resources

This article is part of the series [I'm On a Nonprofit Board - Now What? The Legal Governance Lowdown for Nonprofit Board Members and Leaders So You Can Come to the Table Ready to Lead](#). Published by Pro Bono Partnership of Ohio, this series includes a 6-part webinar series and corresponding articles on important topics that will help you confidently take your seat at the board table and continue to make a positive impact in our community.

Need Legal Advice?

Pro Bono Partnership of Ohio is here to help. We regularly provide advice and education on issues relating to board actions, governance, and fiduciary duties.

If you are a PBPO client and have questions regarding the content of this article or need legal assistance, please contact us at info@pbpohio.org or (513) 977-0304.

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