

National Association of Parliamentarians®
Board of Directors Regular Meeting
August 6-7, 2014

Call to Order:

President Ann Guiberson, PRP, called the regular meeting of the NAP Board of Directors to order at 7:31 p.m. CDT, on Wednesday, August 6, 2014, in the Grand Avenue Room, Renaissance Hotel, 10 North Broadway Avenue, Oklahoma City, Oklahoma 73102. The secretary was present.

Welcome: The president welcomed board members and guests.

Board Members Present: President Ann Guiberson, PRP; Vice-President Mary L. Randolph, PRP; Secretary Ann L. Rempel, PRP; Treasurer Evan A. Lemoine, PRP; Director-at-Large Steve Glanstein, PRP; and District Five Director Denise R. Irminger, PRP.

Absent: Director-at-Large James N. Jones, RP; Director-at-Large James H. Stewart, PRP; and District Six Director Daniel A. Ivey-Soto, PRP.

Six voting members were present, and a quorum was established.

Advisers Present: Parliamentarian Dr. Leonard Young, PRP, and NAP Executive Director Michael Chamberlain, MBA, CAE.

Guests Present: Karen Watson, PRP; Bob Williams, and Jeanette N. Williams, PRP.

Adoption of the Agenda:

Without objection, the agenda was adopted as amended. (Attachment).

Report of the Minutes Approval Committee:

Mary Randolph reported that the minutes of the board meeting held June 10, 2014, were approved by the committee.

Report of the President:

Letters to associations:

President Guiberson reported that letters to associations are being prepared by the president.

Responses on the site for 2018

President reported receiving invitations to host the NAP Training Conference in Michigan, New York, South Carolina, and Atlanta.

Without objection, the board adopted the following motion:

To accept the invitation from the New York Association with preference for upstate New York.

Appointment of site selection firm

Without objection the board approved the president's appointment of Site Search, Inc., the firm of Richard Miseyko, for 2017 through 2019.

Video project

The video project is going forward and six videos for YouTube have been completed.

State of the association

The president reported on progress with the strategic plan and discussed the website, promotion of the Training Conference, membership, education, financial stability, fundraising, and dues structures.

Report of the Treasurer:

Financial Update

Treasurer Lemoine distributed a written report on financial activities of NAP for the period December 1, 2013, through July 31, 2014. He also reported on work of the budget and finance committee, financial stability, and considerations for future fundraising.

2015 Budget

The 2015 budget will be presented to the board in September.

Reports of Officers:

Vice-President Randolph, Secretary Rempel, and Directors-at-large Glanstein, Jones, and Stewart submitted written reports.

Reports of Advisers:

Parliamentarian Young submitted a written report.

The president stated that Legal Liaison Jim Slaughter, JD, PRP, had reported to her.

Webmaster Paul McClintock, PRP, submitted a written report.

Reports of Standing Committees:

Membership and Registration Examiners Committee Liaison Glanstein reported on the work of the committee. The committee submitted a written report.

Membership Extension and Retention Committee Liaison Irminger reported on work of the committee. The committee submitted a written report.

Professional Development Committee Liaison Randolph reported that the committee is meeting Sunday and Monday. The committee submitted a written report.

Youth Committee Liaison Lemoine reported that the youth committee is meeting Friday. The committee submitted a written report.

The Ethics Committee submitted a written report.

Reports of Special Committees:

President Guiberson reported on the work of the Edit and Review Committee, which submitted a written report.

The Biennial Convention Committee submitted a written report.

The president reported on work of the *National Parliamentarian* Editor who submitted a written report.

The 300 Questions Website Committee submitted a written report.

Reports of Board Committees:

Personnel Committee Chairman Guiberson reported that the personnel committee had reviewed performance of the executive director.

Policies and Procedure Committee Chairman Rempel reported on the recent updating of NAP Operational Policies and Procedures (NAPOPP).

Pricing Committee Chairman Lemoine reported plans to review prices and shipping fees.

Adjournment:

The meeting adjourned at 9:22 p.m. to meet again Thursday morning at 8:30 a.m.

Call to Order:

President Guiberson called the meeting to order at 8:31 a.m. CDT on Thursday, August 7, 2014, in the Grand Avenue Room of the Renaissance Hotel, 10 North Broadway Avenue, Oklahoma City, Oklahoma 73102. The secretary was present.

Board Members Present: President Ann Guiberson, PRP; Vice-President Mary L. Randolph, PRP; Secretary Ann L. Rempel, PRP; Treasurer Evan A. Lemoine, PRP; Director-at-Large Steve Glanstein, PRP; Director-at-Large James H. Stewart, PRP; and District Five Director Denise R. Irminger, PRP.

Absent: Director-at-Large James N. Jones, RP; and District Six Director Daniel A. Ivey-Soto, PRP.

Seven voting members were present, and a quorum was established.

Advisers Present: Parliamentarian Dr. Leonard Young, PRP, and NAP Executive Director Michael Chamberlain, MBA, CAE.

Guests Present: Rosalie Stroman, PRP; Karen Watson, PRP; Bob Williams, and Jeanette N. Williams, PRP. Craig Henry, PRP, Sandra Olson, PRP, and Patricia Hudson joined the meeting mid-morning.

Report of the President (continued):

501(c)(3) EZ application

President Guiberson reported on 501(c)(3) EZ application. After debate, the board adopted the following motion:

- a. That the treasurer conduct a pilot program for the NAP treasurer to assist one association in filing form 1023-EZ.
- b. Following the pilot program, if successful, the board will provide information for associations to file form 1023-EZ for their own 501(c)(3) IRS exemptions. The information will be provided via a webinar for association officers, letters to the association presidents and treasurers, if known, posted in Documents on the website, and in *Newsflash* at least three times.

2019 Convention Site (Interest expressed by Washington State and California)

After debate, the board adopted the following motion:

That NAP select the Las Vegas area with Anaheim as a secondary choice for 2019 convention.

Reports of Standing Committees (continued):

Bylaws Committee Liaison Rempel reported that the bylaws committee will meet Friday morning at 8 a.m. The committee has submitted a written report.

Recess:

Without objection, the board meeting was recessed from 10:20 a.m. to 10:37 a.m.

Reports of special committees (continued):

NAP Training Conference Coordinator Craig Henry reported on plans for the Training Conference and has submitted a written report.

International Services Committee Chairman Karen Watson, PRP, reported on work of the committee and presented two recommendations. She also submitted a written report.

The board adopted the following motion:

That the NAP Membership Test be translated into a bi-lingual format by NAP volunteers, with three provisos:

- i. the English language will be used for official grading/scoring
- ii. the translated language will be printed beside, above, or below the English

- iii. the International Services Special Committee will determine the selection and approve the adequacy of the translated languages.

The board adopted the following motion:

That a contact point person be appointed to standardize communication and enhance the connection and commitment of NAP with international members and prospects.

Standing Committees (continued):

Bylaws Committee

The board adopted the motion to submit the following bylaws amendment with proviso and rationale to the bylaws committee with instructions to submit the bylaw amendment to the convention:

Article VII, NAP Board of Directors, Section 1, Composition

Amend by striking “three directors-at-large, and two district directors elected by and from among the eight district directors for the incoming biennium,” and inserting “and five directors-at-large,” with the proviso that, “If this amendment is adopted, election of two additional directors-at-large shall be conducted prior to the close of the convention.”

Rationale: All members of the board of directors should be elected by the delegates. District directors have the same right to run for office as any other member, so they have an opportunity to be elected just as any other eligible member. Currently eight members elect the two district directors to the board of directors and the delegates have no voice in determining who the two elected are.

By a vote of 2 in the affirmative and 4 in the negative, the following motion was lost:

To send the following three bylaws amendments to the bylaws committee with instructions to include the amendments as proposed to the convention.

Article V, Officers, Section 2, Qualifications, Subsection B, Eligibility for Secretary
Amend by striking Paragraph 1 and renumbering the succeeding paragraphs.

Article V, Officers, Section 2, Qualifications, Subsection C, Eligibility for Treasurer
Amend by striking Paragraph 1 and renumbering the succeeding paragraphs.

Article V, Officers, Section 2, Qualifications, Subsection D, Eligibility for Director-at-Large
Amend by striking Paragraph 1 and the following paragraph number, and reformatting the remaining text as a single paragraph.

The board adopted the following motion:

To submit the following bylaws amendment and rationale to the bylaws committee with instructions to submit the bylaw amendment as proposed to the convention:

Amend Article V Officers, Section 5 Term of Office by striking “The president and vice-president shall serve only one term in the same office. The secretary, treasurer, and directors-at-large shall not serve more than two consecutive terms in the same office and may serve again after being out of office for at least one term” and inserting “No officer shall serve more than two consecutive terms in the same office.”

Rationale: (1) This simplifies the term limits. (2) The current bylaw is a lifetime prohibition against the vice-president or president from serving in the same office. (2) Members should have the freedom to decide whether they want to have an individual serve more than one term in a specific office. (3) Remove redundant wording regarding service again after being out of office. (4) Due to the recent revision, reincorporation, and major changes in strategic planning, it is desirable for officers to have an opportunity to serve more than one term, subject to the wishes of the members.

Without objection, the board adopted a motion to withdraw its recommendations to the bylaws committee to prepare bylaws amendments to change the name and duties of the district directors.

Without objection, the board adopted a motion to thank the bylaws committee for its work in preparing amendments.

Recess:

Recess for lunch 11:55 a.m to 1:10 p.m.

Additional Board Member:

Director-at-large Jim Jones, RP, joined the meeting at 1:10 p.m. Eight board members were present with only District Director Daniel Ivey-Soto being absent.

Guests: Karen Watson, PRP; Bob Williams; and Jeanette Williams, PRP. Brandon H. Walters, RP, joined the meeting mid-afternoon.

Standing Committees (continued):

Bylaws Committee (continued)

The board adopted a motion to submit the following bylaws amendment with proviso and rationale as proposed to the bylaws committee with instructions to submit the bylaw amendment to the convention:

Article X, Ethics Committee, Section 2, Duties and Enforcement

Amend Section 2 by substituting the following: A. Membership Duties. It shall be the duty and responsibility of every member of this association to abide by the

Code of Ethics for Parliamentarians and the NAP governing documents, rules, and policies and procedures.

B. Enforcement Rules. The responsibility of the association and of association members relating to the enforcement of the Code of Ethics for Parliamentarians and the duties of membership shall be governed by the rules adopted by the NAP Board of Directors. The rules shall include, but not be limited to procedures and forms for submitting complaints, processing complaints with reasonable time limits, notifying the parties of decisions with reasonable time limits, reporting to the NAP Board of Directors, and providing an appeal process with reasonable time limits. The rules and the forms shall be adopted by the NAP Board of Directors and published to the membership in electronic or printed format.

Rationale: (1) The Ethics Committee is elected by and reports to the board. This amendment clarifies that the ethics committee follows the same procedures for possible violations of membership duties as it does for ethics complaints. (2) The amendment also clarifies what the duties of membership are.

Reports of Standing Committees (continued):

Educational Resources Committee Liaison Jones had nothing to add to the committee's written report.

Communications Committee Liaison Stewart had nothing to add to the committee's written report.

Education and Credentialing Committee Chairman Stewart reported on surveys and plans for the mega-session.

Reports of Advisers:

Executive Director

Executive Director Chamberlain reported on membership trends, surveys conducted by the special committee on education and credentialing, professional development courses, PRC modules, and other non-dues revenue opportunities. Additional projects included the SCORE Business Scan, Oasis Partners, Keypad Rental Program, and District Conferences. A written report was submitted for the annual meeting.

The executive director also reported on Denver site tours including Crowne Plaza-Denver International Airport, Marriott Tech Center, Omni Interlocken, and Westin Westminster.

The board adopted the following motion:

That the board authorize the executive director to negotiate an agreement with the Omni-Interlocken for the 2016 NAP Training Conference. The executive director is also authorized to negotiate discount pricing for shuttle transportation.

Video project (continued)

The board viewed videos being prepared for YouTube.

Strategic Discussion:

The president led a discussion of the NAP Strategic Plan.

Executive Session

The board went into executive session at 4:26 p.m. and rose from executive session at 4:34 p.m.

Adjournment:

The meeting adjourned at 4:41 p.m.

Ann L. Rempel, PRP
NAP Secretary

Minutes Approval Committee::

James H. Stewart, PRP August 14, 2014
Date approved

Denise R. Irminger, PRP August 14, 2014
Date approved

Mary L. Randolph, PRP August 14, 2014
Date approved

Attachment

NATIONAL ASSOCIATION OF PARLIAMENTARIANS®
Board of Directors Meeting
August 6-8, 2014

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|---|------------------|
| 1. Welcome
Introduction of Guests | Ann Guiberson |
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| 2. Adoption of the Agenda | |
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| 3. Report of Minutes Approval Committee | Mary Randolph |
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| 4. President's Report | Ann Guiberson |
| Report on 501(c)(3) EZ application (August 7) | |
| Letter to associations | |
| Responses on sites for 2018 and 2019 | |
| (1) NTC—Michigan, New York, South Carolina, Atlanta | |
| (2) Convention—Seattle, California (August 7) | |
| Video project (August 7) | |
| State of the association | |
| | |
| 5. Financial Report | Evan Lemoine |
| Financial Update | |
| 2015 Budget | |
| | |
| 6. Reports of Officers | |
| Vice-President | Mary Randolph |
| Secretary | Ann Rempel |
| Director-at-large | Steve Glanstein |
| Director-at-large (August 7) | Jim Jones |
| Director-at-large (August 7) | Jim Stewart |
| | |
| 7. Advisors Reports | |
| Executive Director | Mike Chamberlain |
| Parliamentarian | Len Young |
| Legal Liaison | |
| Partnerships | |
| Technology | |
| Website | |

8. Reports of Standing Committees
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| Bylaws* (August 7) | Ann Rempel |
| Communications (August 7) | Jim Stewart |
| Educational Resources (August 7) | Jim Jones |
| Membership and Registration Examiners | Steve Glanstein |
| Membership Extension and Retention | Denise Irminger |
| Professional Development | Mary Randolph |
| Youth | Evan Lemoine |
| Ethics | |
9. Reports of Special Committees
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| Education and Credentialing (August 7) | Jim Stewart |
| Edit and Review | |
| International Services Committee* (11 am. August 7) | |
| Guest: Chairman Karen Watson | |
| Financial Stability | Evan Lemoine |
| Fundraising | Evan Lemoine |
| NAP Training Conference (10:30 a.m. August 7) | |
| Guest: NAP TC Coordinator, Craig Henry | |
| Biennial Convention | |
| National Parliamentarian Editor | |
| 300 Questions Website | |
10. Reports of Board Committees
- | | |
|-------------------------|---------------|
| Budget and Finance | Evan Lemoine |
| Personnel | Ann Guiberson |
| Policies and Procedures | Ann Rempel |
| Pricing | Evan Lemoine |
11. New Business
12. Strategic Discussion
13. Board Evaluation
14. Adjournment

* Action item