

**NATIONAL ASSOCIATION OF PARLIAMENTARIANS®**  
**39<sup>th</sup> Biennial Convention**  
**September 6-9, 2013**  
**Portland, Oregon**

**MINUTES**

**FRIDAY, September 6, 2013**

**Call to Order**

The 39<sup>th</sup> Biennial Convention of the National Association of Parliamentarians (NAP) was called to order by President Maurice S. Henderson, PRP, at 1:00 p.m. in the Grand Ballroom of the Hilton Portland and Executive Tower in Portland, Oregon, on Friday, September 6, 2013.

**Opening Ceremonies**

The assembly stood as “Kimigayo,” the national anthem of Japan was played. The assembly joined Gini Altman, PRP, Minnesota, in singing the national anthem of Canada. The assembly joined Ray Daniels in singing “The Star Spangled Banner.” The president led the assembly in the Pledge of Allegiance to the Flag of the United States of America.

The inspiration was given by Patricia Lewis, PRP, Ohio.

**Introductions**

The president introduced the following members of the board of directors and the advisers of the board: Vice-President Ann Guiberson, PRP; Secretary Ann Rempel, PRP; Treasurer Evan A. Lemoine, PRP; Directors-at-Large James Jones, PRP, Mary Randolph, PRP, and Leigh Wintz, PRP; District Director Representatives Darlene T. Allen, PRP, (District Two), and Vera N. Chernecki, PRP, (District Five); Executive Director Mike Chamberlain, MBA, CAE; and Parliamentarian Thomas (Burke) Balch, PRP.

The president introduced the other District Directors: George Mervosh III, PRP, District One; Emma Faulk, PRP, District Three; Marcella Morrison, PRP, District Four; Alison Wallis, PRP, District Six; and Weldon Merritt, PRP, District Seven.

The president introduced the following standing committee chairmen: Bylaws – Chris Dickey, PRP; Credentialing Appeals – Betty Tunstall, PRP; Communications – Leigh Wintz, PRP; Educational Resources – David Mezzera, PRP; Ethics – Helen McFadden, PRP; Membership Extension and Retention – Ann Guiberson, PRP; Membership and Registration – Nancy Dauster, PRP; Professional Development – Eleanor (Coco) Siewert, PRP; and Youth – Janice Strand, PRP.

**Welcome and Responses**

Gayle Whitehurst, Prime Minister of the Royal Rosarians, welcomed the assembly the Portland.

Tracy Marks, General Manager of the Hilton Portland Executive Tower Hotel welcomed the assembly.

Convention Coordinator Alice Bartelt, PRP, Oregon, on behalf of the Oregon and Washington Associations, welcomed delegates and guests to the 39<sup>th</sup> Biennial Convention.

Edna C. Arrington, PRP, President of the Michigan State Association of Parliamentarians, responded to the welcomes.

### **Greetings from the American Institute of Parliamentarians**

AIP President Alison Wallis, PRP, CP-T, Louisiana, brought greetings on behalf of the members of the American Institute of Parliamentarians.

### **Introduction of Past Presidents**

The president recognized the following past presidents of the National Association of Parliamentarians: Rollie Cox, PRP, (1991-1993); Jeanette Williams, PRP, (2005-2007), Connie Deford, PRP, (2007-2009); and Ronald Stinson, PRP, (2009-2011). The president acknowledged his mentor, NAP Past President Nola Pursiful, PRP, (2003-2005), who could not be present.

### **Other Introductions**

The president introduced the following:

Trustees of the NAP Educational Foundation: President Sandra Olson, PRP; Vice-President Nancy Sylvester, PRP; Secretary Ann Guiberson, PRP; Trustee Gwendolyne Brown, PRP; and Trustee Mary Randolph, PRP. The NAP president serves ex officio on the board of trustees.

National Parliamentarian Editor K. Ann McCartney, PRP; Assistant Editor Gloria F. Cofer, PRP; Parliamentary Research Editor Lyle Kleman, PRP; Assistant Research Editor Rosalie H. Stroman, PRP; Consultant Jeanette N. Williams, PRP; Parliamentarian Thomas (Burke) Balch, PRP.

NAP Webmaster Robert J. Dolan, PRP; Assistant Webmaster Kevin D. Wendt, PRP; and Webinars Special Committee Chairman Gregory Goodwiller, PRP.

NAP Headquarters staff: Debbie Montavy, administrative assistant, and Stefanie Luttrell, receptionist-clerk.

### **Introduction of RONR Author**

The president introduced Henry M. Robert III, PRP, Maryland.

### **Other Recognitions**

The president acknowledged the following: members attending their first NAP Convention, members who had joined NAP since the 2011 convention, members who became registered since the last convention; and members who became professional registered parliamentarians since the last convention.

The president recognized Kay Crews, PRP, Texas, screen technologist. The president explained the screen projection of amendments, the recognition system at microphones, and the system for submitting written motions.

### **First Credentials Committee Report**

On behalf of the credentials committee, Chairman Mona Y. Calhoun, PRP, District of Columbia, moved that the roll of delegates submitted, as of 1:05 p.m., by the credentials committee be the official roll of the voting members of the convention:

Board of Directors 9; District Directors 4; *National Parliamentarian* Editor 1; Standing Committee Chairmen 6; NAP Past Presidents 3; Association Delegates 142; Unchartered State and Province Delegates 4; Unit Delegates 107; Club Delegates 0; Youth Group Delegates 0; Number of delegates entitled to vote 276; Number of non-voting members and guests 57; Total number in attendance 333.

**Assembly Action:** The first credentials report was adopted.

### **Convention Standing Rules Committee Report**

On behalf of the committee, Chairman Carrie Dickson, Utah, presented the proposed convention standing rules.

**Assembly Action:** After debate and amendment, the following rules were adopted by a two-thirds vote (245 affirmative – 42 negative votes):

1. **DELEGATES:** Only delegates may be seated in the delegate section of the assembly hall.
2. **BADGES:** Identification badges issued by the Credentials Committee shall be worn for admission to all meetings. Badges may not be transferred without proper action by the Credentials Committee.
3. **CONVENTION COMMITTEES:** The NAP President shall appoint all committees for the functioning of the convention.
4. **VOTING:**
  - a) At the time of registration, the Credentials Committee shall issue the following to each delegate:
    - i) **an orange voting card.** If a delegate loses the voting card, the delegate must report to the credentials desk to obtain a replacement card.
    - ii) **a purple keypad card.** The keypad card shall be exchanged for a voting keypad for business meetings. Voting keypads shall not be removed from the assembly hall. At the conclusion of a business meeting or when leaving the assembly hall for any other reason, a delegate shall exchange the voting keypad for a purple keypad card.
  - b) When directed by the presiding officer, a delegate, while remaining seated, shall vote by:
    - i) using the keypad or, if directed by the presiding officer,
    - ii) raising the orange voting card.Voting by either of these methods shall be deemed to be a Division of the Assembly. Except for elections, keypad voting shall be open for 15 seconds for voting on each question for which it is used. The presiding officer shall direct any necessary change to these procedures, such as for a counted rising vote.

**5. DELEGATE RECOGNITION:**

- a) Any delegate entitled to speak shall go to an appropriate microphone. For this purpose, there shall be two microphones in each of the two central aisles. Each microphone shall be clearly marked.
- b) A microphone monitor shall be assigned to each microphone for the purpose of facilitating any movement in the line at the microphone and for providing the appropriate signs notifying the presiding officer of the delegate's intent.
- c) A delegate wishing to speak shall go to an appropriate microphone and advise the microphone monitor of his or her intent so that the appropriate sign may be raised.
  - i) WHITE when intending to make a motion other than those described in subsections iv and v.
  - ii) GREEN when intending to speak in the affirmative on the immediately pending motion.
  - iii) RED when intending to speak in the negative on the immediately pending motion.
  - iv) YELLOW when intending to make a request for information or to make a parliamentary inquiry.
  - v) BLUE when intending to make any other interrupting motion.
- d) Upon recognition by the presiding officer, a delegate shall state his or her name and delegate status (unit, or member-at-large, and state/province/country), members of the NAP Board of Directors, district directors, editor of the *National Parliamentarian*, standing committee chairmen, and NAP Past Presidents.
- e) The maker of a motion must use an appropriate microphone to make a motion and for the first speech in debate.
- f) When a delegate advises a microphone monitor of intent to make an interrupting motion, the monitor shall usher the delegate to the head of the line (but behind any delegates already in line who have previously told the monitor of their intent to make an interrupting motion).

**6. DEBATE:**

- a) Debate shall alternate between delegates speaking in the affirmative and the negative.
- b) For each debatable motion a delegate shall be limited to one speech of not more than two minutes.
- c) Total debate on each main motion, including each bylaws amendment, shall be limited to no more than fifteen minutes, unless specified otherwise in these rules.
- d) Extension of debate on any of the time limits established in these rules shall require a two-thirds vote.

**7. BYLAWS AMENDMENTS:**

- a) The 2011-2013 Bylaws Committee shall be authorized to correct article and section designations, punctuation, and cross-references and to make such other technical and conforming changes as may be necessary to

reflect the intent of the membership in connection with the bylaws amendments adopted at the NAP 39<sup>th</sup> Biennial Convention.

- b) All bylaws amendments noticed in accordance with Article XV, Section 1A of the Bylaws shall be deemed to have been moved and seconded to the extent otherwise required for their consideration.
- c) 2013 Bylaws amendments 1 through 11 shall be deemed to be on the consent calendar. When the Bylaws Committee report is presented, following any introductory remarks by its reporting member, the reporting member shall call up the consent calendar. The presiding officer shall then announce that any delegate may demand separate consideration of any bylaws amendment or amendments on the consent calendar, and shall thereafter allow no less than 30 seconds for delegates to seek recognition to demand such separate consideration and the consent calendar shall not be further considered while any delegate is seeking recognition for that purpose. The bylaws amendments remaining on the consent calendar after any such demands shall then be considered for adoption in gross without debate or amendment. Thereafter any bylaws amendments originally on the consent calendar whose separate consideration was demanded shall be taken up for consideration under the regular rules in the order given in the “Notice of Amendments to NAP Governing Documents for the 2013 Convention” issued by the bylaws committee, as modified by the “Addendum to 2013 NAP Proposed Bylaw Amendments,” after which the remaining bylaws amendments so noticed shall be taken up in the order given in that Notice and Addendum. At the end of their consideration, any amendments noticed in accordance with Article XV, Section 1B of the Bylaws shall be taken up in the order in which they were noticed.
- d) Bylaws amendments 16A through 16F shall be considered in gross; bylaws amendments 23A through 23D shall be considered in gross; and bylaws amendments 24, 24A and 24B shall be considered in gross. A delegate may demand separate consideration of any of these amendments that is not a conforming amendment.

**8. MOTIONS:**

- a) All motions except interrupting motions shall be written on an NAP motion form, signed by the maker, and delivered to the motion table, before making the motion. In place of writing the motion text on an NAP motion form, three copies of a printed motion may be delivered to the motion table, accompanied by a numbered and filled-out NAP motion form.
- b) An amendment to strike out one word or a set of words in multiple places and to insert a different word or a set of words in all of those places shall be deemed to include appropriate modifications in capitalization, punctuation, number (singular or plural), and case.
- c) The adoption of a motion to close debate on the main question at a definite hour or to limit the total time allowed to debate shall not make the moving or adoption of a motion to commit or refer out of order.

**9. NEW BUSINESS:**

- a) Items of new business (main motions or resolutions) shall be written on an NAP motion form, signed by the maker, and given to a page no later than the close of the business meeting on Sunday, September 8, 2013. The page shall immediately provide the item of new business to the NAP Parliamentarian who shall provide it to the Resolutions Committee.
- b) The Resolutions Committee shall put in proper form all items of new business provided to it, so long as the intent of the motion or resolution is not changed.
- c) With each motion/resolution presented to the delegate body by the Resolutions Committee, the committee shall submit its recommendation for the disposition of that motion/resolution. The recommendations may be:
  - i) Recommend approval,
  - ii) Recommend rejection,
  - iii) Recommend approval after adoption of the following amendment,
  - iv) Recommend referral to a committee or the board, or
  - v) No recommendation.
- d) Prior to the last business meeting, the Resolutions Committee may originate and draft its own resolutions for submission to the assembly.

- 10. CANDIDATE SPEECHES:** Nominations and candidate speeches will occur on Friday. Immediately after nominations for all elected officers, each of the nominees shall be given five minutes to address the assembly. After nominations for each office, the nominated candidates shall draw for the order of speaking which shall also be the order in which the candidate's name will appear on the screen associated with the keypad voting or the paper ballot.

**11. ELECTION RULES:**

- a) Electronic balloting by voting keypad for election of each officer shall be conducted at the beginning of the business session on Saturday. Once the polls have been closed for an electronic ballot, adoption of a motion to reopen the polls shall result in invalidation of the vote and the conduct of another electronic ballot.
- b) In cases in which malfunctioning of the electronic voting keypads prevents successful voting, in whole or in part, by that means, or if any paper ballot is necessary under Rule 11(e), balloting for one or more offices shall be conducted by paper ballot at times and in accordance with instructions established and announced by the NAP President.
- c) In multiple round balloting, prior to a subsequent round of balloting, candidates shall each be allowed one minute for an additional presentation if they desire.
- d) No electioneering shall take place inside the assembly hall.
- e) The president shall announce a number to push if a delegate wishes to vote for a candidate who has not been nominated (in place of a write-in vote). If the number of votes cast for that number is sufficient to affect the result, subsequent votes for the election of that officer shall be conducted by paper ballot.

12. **ELECTRONIC DEVICES:** Mobile phones and pagers shall be placed in silent or vibrate mode during all business meetings. Video cameras and recording equipment, other than that approved by the NAP President, shall not be used in the assembly hall.
13. **ANNOUNCEMENTS:** All announcements shall be submitted to the NAP Secretary in writing. The secretary or convention coordinator shall present these announcements at appropriate times during the convention.

### **Demonstrations and Explanations**

Gregory Goodwiller, PRP, Mississippi, demonstrated the use of the keypads for voting. The keypads were distributed to delegates. The various signs used by the microphone monitors were explained by the president.

The president also explained the work of the microphone spotters, and introduced Loretta Finck, New York, committee chairman, and members Joan Corbisiero, PRP, New York; Judy Edwards, PRP, Michigan; and Betty Tunstall, PRP, District of Columbia.

Freddie Colston, PRP, District of Columbia, chairman of the timekeepers committee, demonstrated the devices used to time speeches. The president recognized committee members Steven Cook, District of Columbia; and James A. Reed, Mississippi.

### **Convention Program Committee Report**

On behalf of the committee, Chairman Alice Bartelt, PRP, Oregon, presented the following changes in the program booklet and explained that only the agenda on pages 20 and 21 would be adopted:

Page 20 – Change Inspiration to follow Pledge of Allegiance to the Flag of the United States of America

Change “United State” to “United States”

Page 21 – Third Business Mtg.: Add Supplemental Credentials Report immediately following the Memorial Service

Fourth Business Mtg.: Add Supplemental Credentials Report immediately following Inspiration

**Assembly Action:** The agenda was adopted with the corrections noted (256 affirmative – 20 negative votes). (Attachment A).

### **Convention Organization**

The president declared that the 39<sup>th</sup> Biennial Convention of the National Association of Parliamentarians is now officially organized.

### **Appointment of Convention Committees**

The president noted that the convention appointees are listed in the convention program booklet on pages 14 and 15.

### **President’s Report**

President Henderson reported on the achievements made by the board and committees of NAP during the biennium.

## **Treasurer's Report**

Treasurer Evan A. Lemoine, PRP, reported on the financial state of NAP and reviewed the budget for the biennium.

Secretary Ann Rempel read the pertinent provisions from the NAP Bylaws relating to nominations and elections: Article V, Section 3. Nominations; Section 4. Election of Officers; and Article VI, Section 6. Voting. However, the president noted that the last sentence of Section 6 is no longer applicable, and that only a majority of the votes cast are required to elect.

## **Nominations**

The following were nominated for NAP offices:

President: Ann Guiberson, PRP, Florida

Vice-President: Sandra Olson, PRP, Colorado; and Mary Randolph, PRP, Washington  
Sandra Olson drew #1 for the speaking order

Secretary: Ann Rempel, PRP, Kansas

Treasurer: Evan A. Lemoine, PRP, Connecticut

Directors-at-Large: James Stewart, PRP, California; Steve Glanstein, PRP, Hawaii; Jim Jones, PRP, Illinois; Darlene Allen, PRP, District of Columbia; and Carol Austin, PRP, Florida

The following speaking order was drawn by the nominees for director-at-large:

1. James Stewart
2. Steve Glanstein
3. Jim Jones
4. Carol Austin
5. Darlene Allen

President Henderson declared nominations closed for all offices.

## **Candidate Speeches**

Each candidate was given five minutes to address the assembly, and Ann Guiberson, nominee for president, addressed the assembly.

## **Orders of the Day**

Orders of the Day were called for and the supplemental credentials report, scheduled for 4:45 p.m., was presented.

## **Second Credentials Report**

On behalf of the credentials committee, Chairman Mona Y. Calhoun, PRP, moved that the revised roll of delegates hereby submitted, as of 4:40 p.m., be the official roll of voting members of the convention:

Board of Directors 9; District Directors 5; *National Parliamentarian* Editor 1; Standing Committee Chairmen 7; NAP Past Presidents 4; Association Delegates 158; Unchartered State and Province Delegates 4; Unit Delegates 112; Club Delegates 0; Youth Group Delegates 0; Number of delegates entitled to vote 300; Number of non-voting members and guests 57; Total number in attendance 357.

**Assembly Action:** The second credentials report was adopted.

### **Announcements**

The secretary made various announcements, and the president announced the mega session to be held in the evening.

### **Adjournment**

The meeting adjourned at 5:00 p.m. to reconvene at 8:30 a.m., Saturday, September 7, 2013.

## **SATURDAY, September 7, 2013**

### **Call to Order**

President Henderson called the second business meeting to order at 8:30 a.m. on Saturday, September 7, 2013. The secretary was present.

### **Inspiration**

The inspiration was presented by Clare Schiller, Minnesota.

### **Greetings from Youth Partnership Interns**

Janice Strand, youth committee chairman, introduced the youth partnership interns: Clare Schiller, Business Professionals of America (BPA); Cole Simmons, Future Business Leaders of America (FBLA); Christina Anheluk, Family Career and Community Leaders of America (FCCLA); Bethany Mackey, Health Occupation Students of America (HOSA); Donald (Donnie) Iorio, Business Professionals of America (BPA); and Anthony Hamblin, SkillsUSA. Each intern addressed the assembly.

### **Introduction of Educational Foundation Scholars**

The president recognized the NAP Educational Foundation Scholars: Donald I. Garrett, SRP, Fairfax, Virginia; Abigail L. Hood, Lawrenceburg, Tennessee; and Trevor Sorensen, SRP, Minden, Nebraska.

### **Special Guests**

The president recognized Mr. Otha Thornton, president of the National Parent Teacher Association, who is also an NAP member.

The president recognized Dr. Daniel Seabold, PRP, New York, a member of the *Robert's Rules of Order Newly Revised*, 11<sup>th</sup> edition, authorship team.

### **Third Credentials Report**

On behalf of the credentials committee, Chairman Mona Y. Calhoun, PRP, moved that the revised roll of delegates hereby submitted, as of 8:20 a.m., be the official roll of voting members of the convention:

Board of Directors 9; District Directors 5; *National Parliamentarian* Editor 1; Standing Committee Chairmen 7; NAP Past Presidents 4; Association Delegates 163; Unchartered State and Province Delegates 5; Unit Delegates 117; Club Delegates 0; Youth Group Delegates 0; Number of delegates entitled to vote 311; Number of non-voting members and guests 57; Total number in attendance 368.

**Assembly Action:** The third credentials report was adopted. (289 affirmative -8 negative votes)

### **Agenda Amended**

Steve Britton, PRP, Michigan, moved to amend the convention program for Saturday, September 7, 2013, by inserting “candidates’ speeches,” and “Consideration of Bylaw Amendments 18, 19, 20, 21, 22, and 22.1” after “Supplementary Credentials Committee Report,” and by inserting “11:15 AM Introduction of Workshops” before “11:25 AM Announcements.”

**Assembly Action:** Motion adopted by a two-thirds vote. (276 affirmative -27 negative votes)

### **Candidate Speeches (continued)**

Each candidate was given five minutes to address the assembly. The nominees for vice-president, secretary, treasurer, and directors-at-large addressed the assembly.

### **Report of the Bylaws Committee**

#### **AMENDMENT #18: ELIGIBILITY FOR PRESIDENT AND VICE-PRESIDENT – MINIMUM YEARS AS PRP**

Article V. Officers. Section 2. Qualifications. A. Eligibility for President and Vice-President. 1. Amend by substituting “shall have been a professional registered parliamentarian for at least five consecutive years immediately before the beginning of the term for which nominated;”

**Assembly Action:** There was less than a two-thirds vote in the affirmative, and Amendment #18 was not adopted. (88 affirmative – 214 negative votes)

### **Motion to Rearrange Order of Consideration**

**Assembly Action:** The motion proposed by Valoree Althoff, New Mexico, to rearrange the order of consideration of bylaws amendments to consider #22.1 before #19 was adopted. (189 affirmative – 112 negative votes)

#### **AMENDMENT #22.1: QUALIFICATIONS FOR OFFICERS**

Article V. Officers. Section 2. Qualifications.

Amend by substituting “**Section 2. Qualifications.** Officers shall meet the following qualifications:

- A. Eligibility for President and Vice-President.** To be eligible to serve as president or vice-president, a candidate ~~shall have been a member~~ shall be a professional registered parliamentarian for at least five consecutive years immediately before the beginning of the term for which nominated; and
- B. Eligibility for Secretary.** To be eligible to serve as secretary, a candidate:
1. shall have been a member for at least three consecutive years immediately before the beginning of the term for which nominated; and
  2. shall certify having a background in information processing.

- C. Eligibility for Treasurer.** To be eligible to serve as treasurer, a candidate:
1. shall have been a member for at least three consecutive years immediately before the beginning of the term for which nominated; and
  2. shall certify having a background in accounting, finance, or management.
- D. Eligibility for Director-at-Large.** To be eligible to serve as a director-at-large, a candidate shall have been a member for at least five consecutive years immediately before the beginning of the term for which nominated.”

**Assembly Action:** After debate and amendment, there was less than a two-thirds vote in the affirmative, and Amendment #22.1 was not adopted. (195 affirmative-99 negative votes)

**AMENDMENT #19: ELIGIBILITY FOR PRESIDENT AND VICE-PRESIDENT – MINIMUM YEARS AS A MEMBER**

Article V. Officers. Section 2. Qualifications. A. Eligibility for President and Vice-President. 2. Amend by striking “five” and inserting “ten”

**Assembly Action:** There was less than a two-thirds vote in the affirmative, and Amendment #19 was not adopted. (44 affirmative – 252 negative votes)

**AMENDMENT #20: ELIGIBILITY FOR SECRETARY – MINIMUM YEARS AS PRP**

Article V. Officers. Section 2. Qualifications. A. Eligibility for Secretary. 1. Amend by substituting “shall have been a professional registered parliamentarian for at least three consecutive years immediately before the beginning of the term for which nominated;”

**Assembly Action:** There was less than a two-thirds vote in the affirmative, and Amendment #20 was not adopted. (59 affirmative – 235 negative votes)

**AMENDMENT #21: ELIGIBILITY FOR SECRETARY – MINIMUM YEARS AS A MEMBER**

Article V. Officers. Section 2. Qualifications. A. Eligibility for Secretary. 2. Amend by striking “three” and inserting “five”

**Assembly Action:** There was less than a two-thirds vote in the affirmative, and Amendment #21 was not adopted. (38 affirmative – 235 negative votes)

**AMENDMENT #22: ELIGIBILITY FOR TREASURER**

Article V. Officers. Section 2. Qualifications. A. Eligibility for Treasurer. 2. Amend by striking “three” and inserting “five”

**Assembly Action:** There was less than a two-thirds vote in the affirmative, and Amendment #22 was not adopted. (34 affirmative – 269 negative votes)

### **Election of Officers – Tellers Reports**

For the Office of President

Votes cast 305

Necessary to elect 153

President – Ann Guiberson received 285

Write-in votes 20

The president declared Ann Guiberson elected president.

For the Office of Vice-President

Votes cast 313

Necessary to elect 157

Sandra Olson received 136

Mary Randolph received 174

Write-in votes 3

The president declared Mary Randolph elected vice-president.

For the Office of Secretary

Votes Cast 304

Necessary to elect 153

Ann Rempel received 289

Write-in votes 15

The president declared Ann Rempel elected secretary.

For the Office of Treasurer

Votes Cast 306

Necessary to elect 154

Evan A. Lemoine 294

Write- in votes 12

The president declared Evan A. Lemoine elected treasurer

David Mezzera, PRP, California, moved that an updated credentials report be issued before the voting takes place for directors-at-large.

**Assembly Action:** Adopted by a vote of 214 in the affirmative and 96 in the negative.

### **Fourth Credentials Report**

On behalf of the credentials committee, Chairman Mona Y. Calhoun, PRP, moved that the revised roll of delegates, as of 10:40 a.m., hereby submitted be the official roll of voting members of the convention:

Board of Directors 9; District Directors 5; *National Parliamentarian* Editor 1; Standing Committee Chairmen 7; NAP Past Presidents 4; Association Delegates 172; Unchartered State and Province Delegates 6; Unit Delegates 118; Club Delegates 0; Youth Group Delegates 0; Number of delegates entitled to vote 322; Number of non-voting members and guests 57; Total number in attendance 379.

**Assembly Action:** The fourth credentials report was adopted. (291 affirmative – 8 negative votes)

President recognized Greg Goodwiller, PRP, chairman of tellers, to explain the keypad voting process for directors-at-large.

### **Election of Directors-at-Large – Tellers' Report**

Votes Cast 309

Necessary to elect 155

James Stewart received 190

Steve Glanstein received 155

Jim Jones received 181

Carol Austin received 54

Darlene Allen received 151

Write-in total 127

The president declared James Stewart, Jim Jones, and Steve Glanstein elected as directors-at-large.

### **Report of Education and Credentialing Task Force**

Dr. M. Eugene Bierbaum, PRP, Florida, chairman of the education and credentialing task force, reported on the mega session held the previous night and on the ongoing work of the task force.

### **Introduction of Workshops**

Workshops Coordinator Mary L. Randolph, Washington, presented information on the educational workshops.

### **Recognition of President of National PTA**

The president asked Mr. Ota Thornton, president of the National PTA to address the assembly.

### **Announcements**

The secretary made various announcements regarding the day's events

### **Adjournment**

The meeting adjourned at 11:27 a.m. to reconvene at 8:45 Sunday morning.

## **SUNDAY, September 8, 2013**

### **Call to Order**

President Henderson called the third business meeting to order at 8:45 a.m. on Sunday, September 8, 2013. The secretary was present.

### **Inspiration**

The inspiration was presented by Roger Woloshyn, Manitoba, Canada.

### **Memorial Service**

The memorial service was conducted by Beatrice Squire, Virginia. NAP members who died during the 2011-2013 biennium were listed on page 12 in the convention program booklet, and other deceased members not listed were verbally acknowledged.

### **Fifth Credentials Report**

On behalf of the credentials committee, Chairman Mona Y. Calhoun, PRP, moved that the revised roll of delegates, as of 8:35 a.m., hereby submitted be the official roll of voting members of the convention:

Board of Directors 9; District Directors 5; *National Parliamentarian* Editor 1; Standing Committee Chairmen 7; NAP Past Presidents 4; Association Delegates 173; Unchartered State and Province Delegates 6; Unit Delegates 119; Club Delegates 0; Youth Group Delegates 0; Number of delegates entitled to vote 324; Number of non-voting members and guests 57; Total number in attendance 381.

**Assembly Action:** The fifth credentials report was adopted. (252 affirmative – 12 negative votes)

### **Report from the NAP Educational Foundation**

Sandra Olson, PRP, president, reported on the NAP Educational Foundation activities that occurred during the convention and recognized the various categories of members present.

### **Report of the Communications Committee**

Leigh Wintz, PRP, chairman of the communications committee, reported on the development of the new NAP website and was assisted by Executive Director Mike Chamberlain in demonstrating its features.

### **Unfinished Business**

#### **Report of the Executive Director**

NAP Executive Director Mike Chamberlain, MBA, CAE, reported on his work on behalf of NAP members and the ongoing work at NAP Headquarters in relation to the NAP Strategic Plan.

#### **Bylaws Amendments (continued)**

Amendments #7 (all parts), #9, #10 (all parts), and #11 were separated for consideration under the regular rules.

#### **Consent Calendar**

The following amendments remained on the consent calendar: Amendments #1, 2, 3, 4, 5, 6, and 8.

#### **AMENDMENT #1: USAGE OF THE NAME OF THE NAP BOARD OF DIRECTORS IN THE BYLAWS**

Article III. Members. Section 1. Classification. A. Members. 2. Honorary.

Amend by striking “(hereinafter referred to as the “NAP Board of Directors”)” and inserting “of Directors”

#### **AMENDMENT #2: HONORARY MEMBERS**

Article III. Members. Section 1. Classification. A. Members. 2. Honorary.

Amend by striking “rights” and inserting “obligations, rights, and privileges”

#### **AMENDMENT #3: FISCAL YEAR OF AN ASSOCIATION**

Article IV. Divisions. Section 3. Associations. E. Bylaws of an Association. 3.

Amend by striking “for filing yearly tax forms as prescribed in Article XII, Section 3, as its own fiscal year.” and inserting “as prescribed in Article XII, Section 3, for filing annual tax forms.”

**AMENDMENT #4: FISCAL YEAR FOR A UNIT**

Article IV. Divisions. Section 5. Units. D. Bylaws of a Unit. 4.

Amend by striking “for filing yearly tax forms as prescribed in Article XII, Section 3, as its own fiscal year.” and inserting “as prescribed in Article XII, Section 3, for filing annual tax forms.”

**AMENDMENT #5: TITLE OF ARTICLE IV. SECTION 4.**

Article IV. Divisions. Section 4. Unchartered States or Provinces.

Amend by adding “, or Countries” to the title of the section.

**AMENDMENT #6: MEMBER-AT-LARGE OF NAP**

Article IV. Divisions. Section 8. Membership in Districts, Associations, and Units. A.

Definitions. 4.

Amend by striking “and is not be” and inserting “, country and is not”.

**AMENDMENT #8: UPDATE TERMINOLOGY**

Article V. Officers. Section 7. Duties of Officers. A. Duties of President. 2. e).

Amend by striking “NTC” and inserting “NAP Training Conference”

**Assembly Action:** There was a two-thirds vote in the affirmative and bylaws amendments remaining on the consent calendar, Amendments #1, 2, 3, 4, 5, 6, and 8, were adopted. (256 affirmative – 35 negative votes)

**Amendments Considered Separately**

**AMENDMENT #7: ALIGNING LANGUAGE TO RONR**

Article V. Officers. Section 7. Duties of Officers. A. Duties of President. 2.

Amend by striking “appoint, subject to the approval” and inserting “nominate, subject to the confirmation”

*Consequential amendment*

**AMENDMENT #7A: ALIGNING LANGUAGE TO RONR**

Article V. Officers. Section 8. Appointments of Incoming President.

Amend by striking “appoint” and inserting “nominate” *and* striking “approve” and inserting “confirm.”

*Consequential amendment*

**AMENDMENT #7B: ALIGNING LANGUAGE TO RONR**

Article IX. Committees. Section 1. Standing Committees. Section A. Composition, Accountability, Ex-officio Members, Subcommittees, and Term. 4.

Amend by striking “appointed” and inserting “nominated” *and* striking “approved” and inserting “confirmed.”

**Assembly Action:** There was less than a two-thirds vote in the affirmative, and Amendments #7, 7A, and 7B were not adopted. (50 affirmative – 236 negative votes)

**AMENDMENT #9: UPDATE TERMINOLOGY**

Article VII. NAP Board of Directors. Section 1. Composition. B. Duties of the NAP Board of Directors. 2.

Amend by striking “approve appointments by the NAP President of standing and special committee chairmen, members, and subcommittee members; convention coordinator and workshop coordinator; NTC” and inserting “confirm nominations by the NAP President of standing and special committee chairmen, members, and subcommittee members; convention coordinator and workshop coordinator; NAP Training Conference”

**Assembly Action:** Without objection, Amendment #9 was postponed indefinitely.

**AMENDMENT #10A: TO REFLECT NAP’S DC INCORPORATION - NOTICE FOR A DISTRICT CONFERENCE**

Article IV. Divisions. Section 2. Districts. A. District Conferences. 2.

Amend by striking “and no more than sixty”.

**Assembly Action:** There was less than a two-thirds vote in the affirmative, and Amendment 10A was not adopted. (98 affirmative -193 negative votes)

**AMENDMENT #10B: TO REFLECT NAP’S DC INCORPORATION - VOTING REQUIREMENTS AT DISTRICT CONFERENCES**

Article IV. Divisions. Section 2. Districts. A. District Conferences. 4.

Amend by striking “4. If required by the applicable law of the jurisdiction under which NAP is incorporated, adoption of a main motion and any election shall require the affirmative vote of a majority of the members entitled to vote who are present and voting or a majority of the required quorum, whichever is greater.”

**AMENDMENT #10C: TO REFLECT NAP’S DC INCORPORATION – TERMINATION OF PRIMARY MEMBERSHIP**

Article IV. Divisions. Section 8. Membership in Districts, Associations, and Units. D.

Termination of Primary Membership.

Amend by striking “If required by the applicable law of the jurisdiction under which NAP is incorporated, membership in a unit or association of NAP may be terminated or suspended only after at least fifteen days prior notice of disciplinary charges and proposed action.”

**AMENDMENT #10H: TO REFLECT NAP’S DC INCORPORATION - VOTE REQUIREMENT FOR BOARD OF DIRECTORS**

Article VII. NAP Board of Directors. Section 5. Vote Required.

Amend by striking “Section 5. Vote Required. If required by the applicable legal requirements of the jurisdiction under which NAP is incorporated, adoption of a main motion and any election

shall require the affirmative vote of a majority of the members of the NAP Board of Directors present unless a greater vote is required by the NAP governing documents.”

**Assembly Action:** There was a two-thirds vote in the affirmative and Amendments 10B,10C, and 10H were adopted in gross. (249 affirmative – 37 negative votes)

#### **AMENDMENT #10D: TO REFLECT NAP’S DC INCORPORATION - CALL TO CONVENTION**

Article VI. Meetings. Section 2. Conventions. A. Call to Convention.

Amend by striking “and, if required by the statute under which NAP is incorporated, notice of the place, date, and time of the convention shall be sent in writing no fewer than thirty nor more than sixty days before the meeting date.”

**Assembly Action:** There was a two-thirds vote in the affirmative, and Amendment 10D was adopted. (243 affirmative – 37 negative votes)

#### **AMENDMENT #10E: TO REFLECT NAP’S DC INCORPORATION - SPECIAL MEETINGS**

Article VI. Meetings. Section 4. Special Meetings.

Amend by striking “If five percent of the membership deliver to any corporate officer a demand” and inserting “In accordance with the District of Columbia law governing nonprofit corporations, if ten percent of the members deliver one or more demands to its NAP’s registered agent or to the corporation or its secretary at its principal office”.

Paul McClintock, PRP, Washington, moved to strike “ten” and insert “five” in the inserted sentence.

Daniel Ivey-Soto, PRP, New Mexico raised a point of order that a proposed amendment to strike “five” and insert “ten” was not in order because of the District of Columbia nonprofit corporate code. The chair ruled the point not well taken and that the motion was in order. The member appealed from the decision of the chair. The chair stated that ten per cent was within scope in the requirements of the District of Columbia nonprofit corporation code.

**Assembly Action:** The decision of the chair was not sustained, and the primary amendment was not considered. (108 affirmative – 183 negative votes)

**Assembly Action:** After further debate and amendment, there was a two-thirds vote in the affirmative, and Amendment #10 E was adopted as amended. (250 affirmative – 41 negative votes)

#### **AMENDMENT #10F: TO REFLECT NAP’S DC INCORPORATION - VOTING AT MEETINGS**

Article VI. Meetings. Section 6. Voting.

Amend by striking “Section 6. Voting. No member or delegate shall vote in more than one capacity. ~~There shall be no absentee voting or voting by proxy.~~ If required by the applicable law of the jurisdiction under which NAP is incorporated, adoption of a main motion and any election shall require the affirmative vote of a majority of the delegates or members entitled to vote who are present and voting or a majority of the required quorum, whichever is greater.”

***Consequential amendment***

**AMENDMENT #10F(i): TO REFLECT NAP’S DC INCORPORATION - VOTING AT MEETINGS**

Article V. Officers. Section 4. Election of Officers.

Amend by striking “The vote required shall be as described in Article VI, Section 6.”

**Assembly Action:** There was a two-thirds vote in the affirmative, and Amendments #10 F, as amended, and 10F(i) were adopted. (260 affirmative – 32 negative votes)

**AMENDMENT #10G: TO REFLECT NAP’S DC INCORPORATION - QUORUM FOR THE BOARD OF DIRECTORS**

Article VII. NAP Board of Directors. Section 4. Quorum.

Amend by inserting “in office” after “NAP Board of Directors”.

**Assembly Action:** There was less than a two-thirds vote in the affirmative, and Amendment #10 G was not adopted. (166 affirmative – 122 negative votes)

**AMENDMENT #10I: TO REFLECT NAP’S DC INCORPORATION – EMERGENCY POWERS**

Article VII NAP Board of Directors, Section 6. Emergency Powers.

Amend by substituting, “Section 6. Emergency Powers. If a quorum of the directors cannot readily be assembled because of some catastrophic event, the exercise of emergency powers is authorized as provided in the District of Columbia statutes governing nonprofit corporations.”

**Assembly Action:** There was a two-thirds vote in the affirmative, and Amendment #10I was adopted. (262 affirmative – 22 negative votes)

**AMENDMENT #10J: TO REFLECT NAP’S DC INCORPORATION - MEMBER DISCIPLINE COMPLAINTS**

Article X. Professional Discipline. Section 2. Complaints. B. Member Discipline Complaints.

Amend by striking “consistent with applicable law of the jurisdiction in which NAP is incorporated”.

**Assembly Action:** There was a two-thirds vote in the affirmative, and Amendment #10J was adopted. (277 affirmative – 12 negative votes)

**AMENDMENT #10K: TO REFLECT NAP'S DC INCORPORATION -  
INDEMNIFICATION**

Article XIII. Indemnification.

Amend by substituting “Any individual who is a party to a proceeding because he or she is or was a director, employee or agent of NAP or its predecessor Missouri or District of Columbia corporations shall be indemnified to the fullest extent permitted by law under the District of Columbia statutes governing nonprofit corporations.”

**Assembly Action:** There was a two-thirds vote in the affirmative, and Amendment #10K was adopted. (268 affirmative – 21 negative votes)

**AMENDMENT #10L: TO REFLECT NAP'S DC INCORPORATION - AMENDMENT  
OF ARTICLE OF INCORPORATION AND BYLAWS**

Article XV. Amendment of Articles of Incorporation/Agreement and Bylaws.

Amend by substituting “ARTICLE XV AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

Section 1. Convention Action. The Articles of Incorporation and these bylaws may be amended, and any other action defined as a fundamental transaction by the applicable law of the jurisdiction in which NAP is incorporated may be authorized, at any biennial convention:

A. Amendment with Notice before Convention. By a two-thirds vote, provided that the amendment:

1. has been submitted by the bylaws committee, the NAP Board of Directors, a standing or special committee, a district conference, two associations or their board of directors, three units, or at least ten NAP members-at-large;
2. if originated by other than the bylaws committee, has been submitted to that committee on or before February 1 in the year of the convention; and
3. has been mailed or sent by electronic communication in accordance with Article XI, Section 2 to the members no later than July 1 in the year of the convention together with identification of proposer(s) and the committee's recommendations for action.

B. Amendment with Notice at Convention. By a nine-tenths vote, provided previous notice has been given at an earlier meeting of the same session of the convention.

Section 2. Revision. These bylaws shall be revised only upon authorization by the convention.

A. Preparation of Revision. Preparing and presenting an authorized revision shall be the duty of the bylaws committee.

B. Notice of Proposed Revision. The proposed revision shall be sent to the members no later than July 1 of the convention year.

C. No Amendment to Existing Bylaws. If a revision is authorized, there shall be no other amendments proposed to the existing bylaws.”

**Assembly Action:** There was a two-thirds vote in the affirmative, and Amendment #10L was adopted. (261 affirmative – 14 negative votes)

**AMENDMENT #11: GRAMMAR AND USAGE AMENDMENTS TO THE BYLAWS**

A. Strike out “comprised of” wherever it appears and insert “composed of”.

- B. Strike out “shall be” and insert “is” in the following locations:
  - 1. Article III.3.C.
  - 2. Article IV.2.B.5.
  - 3. Article IV.8.A. 3, 4, & 5.
  - 4. Article V.8 [two places].
  - 5. Article VI.2.B.9.
- C. Strike out “shall be” and insert “are” in the following locations:
  - 1. Article IV.8.A.1, 5, 6 & 7.
  - 2. Article XI.1.
- D. Strike out “shall” and insert “may” in the following locations:
  - 1. Article VI.2.
  - 2. Article VI.6.
  - 3. Article IX.1.A.1.e.
  - 4. Article XV.2.
- E. Strike out “shall qualify” and insert “qualifies” in Article III.3.C.
- F. Insert “be required to” after “shall not” in Article IV.8.A.5 & 6.
- G. Strike out “shall not be” and insert “is” in Article IV.8.B.2.
- H. Strike out “shall not” and insert “are not required to” in Article IV.8.B.2.
- I. Strike out “shall” and insert “does” in Article VII.6.
- J. Strike out “shall not be” and insert “are not” in Article X.1.A.

**Assembly Action:** Motion to postpone indefinitely, proposed by Patricia Dolan, RPRP, Michigan, was adopted. Amendment #11 was postponed indefinitely. (176 affirmative – 107 negative votes)

#### **AMENDMENT #12: PROFESSIONAL RECERTIFICATION**

Article III. Members. Section 1. Classification. B. Credentialed Members. 2. Professional Registered Parliamentarian (PRP). b).

Amend by substituting “b) To retain professional registered membership, a PRP shall attend and participate within each six-year period at least 4 recertification modules; each module shall consist of between 4 and 8 hours of instruction administered under the direction of the professional development committee. The member shall be required to complete homework, be in attendance for the complete module, and participate in the interactive lessons. The professional development committee shall certify instructors to teach the modules, provided that no instructor may claim teaching credit for more than one module to renew an instructor’s PRP.”

**Assembly Action:** By a vote of 276 in the affirmative and 24 in the negative, Amendment #12 was referred to a special committee on credentialed membership to be composed of seven members, with instructions that by February 1, 2015 the committee:

- a) submit a comprehensive report containing recommendations for restructuring the requirements and process for qualifying for and retaining membership, registered membership, and professional registered membership, which is to be sent to all members together with the Second Quarter 2015 National Parliamentarian; and
- b) submit proposed bylaws amendments embodying those recommendations to the Bylaws Committee in accordance with Article XV.1.A.2 of the bylaws.

### **Proviso Amendment of Article III.B.2**

Amend Article III.B.2.b by adding to it following proviso:

“Provided, that in the case of any professional registered member whose six-year period of professional registered membership would otherwise expire before December 31, 2017, that period is extended so as to expire on December 31, 2017.”

**Assembly Action:** There was less than a two-thirds vote in the affirmative, and the proviso amendment of Article III.B.2 was not adopted. (181 affirmative – 110 negative votes)

### **Point of Order and Appeal**

Rod Davidson, PRP, Oklahoma, raised a point of order that the vote on a proviso required a majority vote. The chair ruled that the point of order was not well taken because the proviso is a bylaw amendment. The member appealed from the decision of the chair.

**Assembly Action:** By a vote of 225 in the affirmative and 57 in the negative, the appeal was postponed to the next meeting.

### **Announcements**

The secretary made various announcements pertaining to the day's events and included that the names of Wallace Rothbart, California, and Greta Bauer, Utah, should be added to the Silent Gavels list.

### **Adjournment**

The meeting adjourned at 11:30 a.m. to reconvene at 8:00 a.m. Monday, September 9, 2013.

## **MONDAY, September 9, 2013**

### **Call to Order**

President Henderson called the fourth business meeting to order at 8:00 a.m. on Monday, September 9, 2013. The secretary was present.

### **Inspiration**

The inspiration was presented by Gretchen Denton, RP, Michigan.

### **Appointment of Special Committee on Credentialed Membership**

The president announced the appointment of Dr. M. Eugene Bierbaum, PRP, chairman; Wanda Davis, PRP; Ann Guiberson, PRP; Jim Jones, PRP; Ann Rempel, PRP; Daniel Seabold, PRP; and James Stewart, PRP, and to serve as the special committee on credentialed membership, which was ordered by the 39<sup>th</sup> NAP Biennial Convention.

### **Sixth Credentials Report**

On behalf of the credentials committee, Chairman Mona Y. Calhoun, PRP, reported no change in the official roll of delegates, as of 7:40 a.m.

## **Unfinished Business**

### **Postponed Appeal of the Decision of the Chair**

The president stated that what is added to the existing bylaws is called a proviso because it is a provision which will have effect for only a limited time, and it is an amendment to the existing bylaws. It is not a proviso to be added to some yet-to-be adopted bylaws amendment. He also referred to the context of statements on, page 597 and Table II, #66, in RONR.

Steve Glanstein, PRP, Hawaii, raised a point of order that the appeal was not in order. The chair ruled the point well taken and the appeal was dismissed.

### **AMENDMENT #13: RETIRED CREDENTIALLED PARLIAMENTARIAN**

Article III. Members. Section 1. Classification. B. Credentialed Members. 3. Retired Credentialed Parliamentarian.

Amend by striking “and shall not serve as a paid parliamentarian”

**Assembly Action:** There was less than a two-thirds vote in the affirmative, and Amendment #13 was not adopted. (84 affirmative -146 negative votes)

### **AMENDMENT #14: REINSTATEMENT OF MEMBERSHIP**

Article III. Members. Section 2. Reinstatement

Amend by substituting for subsections A through C the following:

**A.** Reinstatement of membership shall be granted after the following are received:

1. request for reinstatement;
2. payment of full, current annual dues; and
3. payment of reinstatement fee.

#### **B.Regular.**

A regular member may be reinstated within one year from the date of resignation or forfeiture. After the passage of that year a former regular member may apply for membership as provided in Article III, Section 1A1.

~~**B.** In addition the following shall apply:~~

1. **Registered.** If a registered member’s reinstatement is within the six-year period of the member’s qualification as a registered parliamentarian, the member shall retain RP<sup>®</sup> status. If not, the member shall be reinstated as a regular member. A registered member’s six-year period remains the same regardless of the date of reinstatement.
2. **Professional Registered.** If a professional registered member’s reinstatement is within the six-year period of the member’s qualification as a PRP<sup>®</sup>, the member shall retain PRP<sup>®</sup> status. If not, the member shall be reinstated as an RP<sup>®</sup>. The professional registered member’s six-year period remains the same regardless of the date of reinstatement.

**Assembly Action:** There was a two-thirds vote in the affirmative, and Amendment #14 was adopted as amended. (240 affirmative – 6 negative votes)

### **AMENDMENT #15: PRORATED FIRST YEAR DUES**

Article III. Members. Section 3. Dues. A. Annual Dues.

Amend by adding “Dues for new members shall be prorated monthly for the first remaining calendar year of their initial membership and shall be based on the date of ~~application for~~ membership.”

**Assembly Action:** There was a two-thirds vote in the affirmative, and Amendment #15 was adopted as amended. (252 affirmative – 2 negative votes)

**Assembly Action:** The motion moved by Leigh Wintz, PRP, to rearrange the order of the remaining proposed bylaws amendments to next consider Amendment #26 was adopted by a vote of 221 in the affirmative and 34 in the negative.

### **AMENDMENT #26: TIMEFRAME FOR CONVENTION**

Article VI. Meetings. Section 2. Conventions.

Amend by inserting before “September” the word “August”

**Assembly Action:** There was a two-thirds vote in the affirmative, and Amendment #26 was adopted. (237 affirmative – 23 negative votes)

**Assembly Action:** The motion moved by Evan A. Lemoine, PRP, to rearrange the order of the remaining proposed bylaws amendments to next consider Amendment#28 was adopted by a vote of 228 in the affirmative and 19 in the negative.

### **AMENDMENT #28: ANNUAL BUDGET**

Article VII. NAP Board of Directors. Section 2. Duties. B. Duties of the Board of Directors. 1. a) Amend by striking “a biennial budget” and inserting “an annual budget for each year of the biennium.”

**Assembly Action:** There was a two-thirds vote in the affirmative, and Amendment #28 was adopted. (243 affirmative – 9 negative votes)

**Amendments 16A through 16F were considered in gross:**

### **AMENDMENT #16A: AUTHORIZE NAP STANDING RULES CAMPAIGN POLICY AND ITS ENFORCEMENT**

Article III. Members. Section 5. Discipline.

Amend by inserting after the first sentence, “Members shall comply with any limits on campaign activities, speech or debate related to candidates or candidacy for NAP office provided in the NAP Standing Rules.”

**AMENDMENT #16B: AUTHORIZE NAP STANDING RULES CAMPAIGN POLICY AND ITS ENFORCEMENT**

Article IV. Divisions.

Amend by adding a new section: “**Section 9. Compliance with Campaign Policy.** Divisions of NAP shall comply with any limits on campaign activities, speech or debate related to candidates or candidacy for NAP office provided in the NAP Standing Rules.”

**AMENDMENT #16C: AUTHORIZE NAP STANDING RULES CAMPAIGN POLICY AND ITS ENFORCEMENT**

Article V. Officers. Section 2. Qualifications.

Amend by adding new Subsection E: “**E. Compliance with Campaign Policy.** Candidates for positions as elected officers of NAP shall comply with any limits on campaign activities, speech or debate related to candidates or candidacy for NAP office provided in the NAP Standing Rules.”

**AMENDMENT #16D: AUTHORIZE NAP STANDING RULES CAMPAIGN POLICY AND ITS ENFORCEMENT**

Article V. Officers. Section 3. Nominations.

Amend by adding, “Debate on nominations shall be subject to any limitations provided in the NAP Standing Rules and, to the extent they are more restrictive, in the convention standing rules.”

**AMENDMENT #16E: AUTHORIZE NAP STANDING RULES CAMPAIGN POLICY AND ITS ENFORCEMENT**

Article X. Professional Discipline. Section 2. Complaints.

Amend by adding new Subsection C:

**C. Campaign Policy Complaints.**

1. The ethics committee may, by a two-thirds vote, discipline candidates for positions as elected officers of NAP up to, and including, declaring their ineligibility for office in a pending election, or removal from office, for failure to comply with any limits on campaign activities, speech or debate related to candidates or candidacy for NAP office provided in the NAP Standing Rules. The ethics committee shall establish procedures to consider complaints alleging a candidate’s noncompliance with such limits that provide due process including an opportunity for the candidate to be heard, and that include an expedited process for resolving such complaints during or in the period immediately preceding conventions and recusal procedures.
2. Complaints alleging that an NAP member who is not a candidate for NAP office has not complied with such limits shall be processed in accordance with Article X, Section 2B.
3. Complaints alleging that an NAP division has not complied with such limits shall be processed in accordance with procedures established by the ethics committee that provide due process including an opportunity for representatives of the division to be heard, at the conclusion of which the ethics committee may, by a majority vote issue a declaratory judgment that the division failed to comply,

which shall subject the division to potential action by the NAP Board of Directors under Article VII, Section 2B19.

**AMENDMENT #16F: AUTHORIZE NAP STANDING RULES CAMPAIGN POLICY AND ITS ENFORCEMENT**

Article VII. NAP Board of Directors. Section 2. B. Duties of the NAP Board of Directors. 19. Amend by adding “, or consider and resolve the question of censuring a district or unchartered state or province, or censuring or revoking the charter of an association, unit, club, or youth group, following the issuance by the ethics committee of a declaratory judgment that it violated a campaign policy”

**Assembly Action:** By a vote of 235 in the affirmative and 23 in the negative, Amendments 16A through 16F were postponed indefinitely.

**AMENDMENT #17: PROVIDE FOR CAREER-FOCUS UNITS**

Article IV. Divisions. Section 5. Units. D. Bylaws of a Unit. 3. Amend by adding “, and units made up of members of a particular career field may require that new members be employed in that career field.”

Daniel Ivey-Soto, PRP, New Mexico, raised a point of order that the previous speaker had obtained the floor by requesting to speak in opposition to the bylaw amendment, but proceeded almost immediately to move the previous question. The chair ruled the point not well taken and stated that the member had spoken in opposition to the pending motion prior to moving the previous question.

**Assembly Action:** After the previous question was ordered, there was less than a two-thirds vote in the affirmative, and Amendment #17 was not adopted. (147 affirmative – 105 negative votes)

**Recess**

The motion to recess for fifteen minutes, moved by Jeanette N. Williams, PRP, was adopted, and the meeting recessed until 9:40 a.m. (152 affirmative – 85 negative votes)

**Bylaws Amendments (continued)**

**Amendments #23A through 23D were considered in gross.**

**AMENDMENT #23A: PERMIT ALL MEMBERS TO PARTICIPATE IN ELECTION VOTING**

Article V. Officers. Section 3. Nominations. and Section 4. Election of Officers.

Amend by substituting

“**Section 3. Nominations.** Nominations may be made by submitting a form adopted by the NAP Board of Directors to NAP Headquarters affirming qualification for the office sought and an agreement to serve if elected. The form must be submitted six months prior to the starting date of the convention.

**Section 4. Election of Officers.** Officers shall be elected by Internet or mail vote of the members as of May 1st of each convention year. The Internet or mail vote must be received no later than 45 days prior to the convention. A plurality vote shall elect. Tie votes shall be decided by lot. The Board of Directors shall establish procedures to ensure that Internet voting is done by an independent organization with written procedures that ensure ballot secrecy and destruction. ~~Members who wish to vote by mail shall be assessed a reasonable service charge to be determined by the Board of Directors.~~ The results of the election shall be made available to all members at least 30 days prior to the convening of the convention. All voting records shall be destroyed 60 days after the close of convention unless a legal challenge is commenced prior to that date.”

*Consequential amendment*

**AMENDMENT #23B: PERMIT ALL MEMBERS TO PARTICIPATE IN ELECTION VOTING**

Article V. Officers. Section 5. Term of Office.

Amend by striking “at which they are elected” and inserting “following their election.”

*Consequential amendment*

**AMENDMENT #23C: PERMIT ALL MEMBERS TO PARTICIPATE IN ELECTION VOTING**

Article V. Officers. Section 6. Vacancy in Office.

Amend by adding new Subsection C: “C. A vacancy in any office (other than president) elected by Internet voting prior to the convention shall be filled by the Board of Directors immediately following the close of the convention.”

*Consequential amendment*

**AMENDMENT #23D: PERMIT ALL MEMBERS TO PARTICIPATE IN ELECTION VOTING**

Article VI Meetings, Section 2. Conventions.

Amend by striking “electing” and inserting “installing the elected”

**Assembly Action:** After debate and amendment, there was less than a two-thirds vote in the affirmative and Amendments #23A, 23B, 23C, 23D were not adopted. (133 affirmative – 111 negative votes)

**Amendments #24, 24A, and 24B were considered in gross.**

**AMENDMENT #24: ELECTION OF MEMBERS AND CHAIRMAN TO SERVE ON THE ETHICS COMMITTEE**

Article V. Officers. Section 7. Duties of Officers. A. Duties of President. 5.

Amend by striking “5. shall nominate the following:

- a) two professional registered members to serve on the ethics committee; and
- b) a member of the ethics committee to serve as committee chairman”

*Consequential amendment*

**AMENDMENT #24A: ELECTION OF MEMBERS AND CHAIRMAN ON THE ETHICS COMMITTEE**

Article X. Professional Discipline. Section 1. Ethics Committee. C. Election of Committee.  
Amend by striking “nominated by the NAP President and”

*Consequential amendment*

**AMENDMENT #24B: ELECTION OF MEMBERS AND CHAIRMAN ON THE ETHICS COMMITTEE**

Article X. Professional Discipline. Section 1. Ethics Committee. D. Election of Chairman.  
Amend by striking “nominated by the NAP President and”

**Assembly Action:** There was less than a two-thirds vote in the affirmative and Amendments #24, 24A, and 24B were not adopted. (64 affirmative – 180 negative votes)

**AMENDMENT #25: LEGAL LIAISON**

Article V. Officers. Section 7. Duties of Officers. A. Duties of President. 10.  
Amend by striking “legal liaison” and inserting “NAP member to serve as a legal liaison without compensation”

**Assembly Action:** There was a two-thirds vote in the affirmative and Amendment #25 was adopted. (204 affirmative – 36 negative votes)

**AMENDMENT #27: COMPOSITION OF THE BOARD OF DIRECTORS**

Article VII. NAP Board of Directors, Section 1. Composition.  
Amend by striking the words “elected by and from among the eight district directors for the incoming biennium” and insert the word “rotated among the eight district directors for the incoming biennium. Each director will serve a term equaling one-quarter of that biennium.”

**Motion to Postpone Indefinitely:** James Stewart, PRP, moved to postpone the amendment indefinitely.

**Point of Order:** After a parliamentary inquiry, Steve Glanstein raised a point of order that the inquiry was not related to the pending question. The chair ruled the point well taken.

**Assembly Action:** By a vote of 224 in the affirmative and 33 in the negative, Amendment #27 was postponed indefinitely.

**AMENDMENT #29: PROCESS OF ESTABLISHING THE DATES FOR REGULAR BOARD MEETINGS**

Article VII. Section 3. Meetings. A. Regular.  
Amend by striking “not established by this subsection shall be established by the NAP Board of Directors. The first meeting (post-convention) of each biennium shall be held during the week following and at the site of the convention and its place, date, and time shall be established by

the NAP Board of Directors in office during the preceding biennium; the second meeting shall be held preceding April 30 of the even-numbered year; the third meeting (mid-term) shall be held during the week preceding and at the site of the NAP Training Conference; the fourth meeting shall be held preceding April 30 of the odd-numbered year; and the fifth meeting (pre-convention) shall be held during the week preceding and at the site of the convention.” and inserting “shall be established by the NAP Board of Directors. Regular meetings of the NAP Board of Directors may be called by the NAP President, provided that polling of the members in advance of the meeting call indicates that at least a quorum would be expected to be present for each such meeting.”

**Assembly Action:** There was a two-thirds vote in the affirmative, and Amendment #29 was adopted. (224 affirmative – 20 negative votes)

### **AMENDMENT #30: OBSERVERS AT NAP BOARD OF DIRECTOR MEETINGS**

ARTICLE VII. NAP Board of Directors. Section 3. Meetings. C. Observers.

Amend by inserting “and electronic meetings” after “sessions”

**Assembly Action:** There was less than a two-thirds vote in the affirmative and Amendment #30 was not adopted. (56 affirmative-194 negative votes)

### **AMENDMENT #31: COMPOSITION OF COMMITTEES**

Article IX. Committees. Section 1. Standing Committees. A. Composition, Accountability, Ex officio Members, Subcommittees, and Term. 1.

Amend by striking “At least a majority of the members of each committee shall be registered or professional registered members.” and inserting “Members of each committee shall be members of NAP, except that members of the Professional Development Committee and the special committee to consider and resolve appeals from decisions of the Professional Development Committee shall be professional registered members and the members of the Membership and Registration Examiners Committee shall be professional registered or registered members.”

**Assembly Action:** There was a two-thirds vote in the affirmative, and Amendment #31 was adopted. (211 affirmative – 34 negative votes)

### **Motion to Reconsider**

Carrie Dickson, Utah, moved to reconsider the vote on the proviso proposed on Article III.B.2.b (after consideration of amendment 12) at the last meeting.

**Assembly Action:** The motion to reconsider the vote was not adopted. (107 affirmative – 149 negative votes)

### **New Business**

#### **Report of the Resolutions Committee**

On behalf of the resolutions committee, Colette C. Trohan, PRP, Maryland, chairman, moved adoption of the following resolution:

## NAP PARLIAMENTARY YOUTH MONTH

- Whereas, On Saturday, September 7, 2013 the National Association of Parliamentarians<sup>®</sup> held the first ever NAP National Youth Day; and
- Whereas, The National Association of Parliamentarians<sup>®</sup> invited youth organizations to attend the business meeting, the youth luncheon, and their own youth-focused workshops on Saturday afternoon; and
- Whereas, That attracting and retaining younger members will reduce the median age of the National Association of Parliamentarians<sup>®</sup>; therefore, be it
- Resolved*, That October 2013 be hereby designated NAP Parliamentary Youth Month; and
- Resolved*, That NAP units, clubs, associations and districts are encouraged to engage in activities to celebrate and encourage youth memberships in NAP; and
- Resolved*, That the 2013 – 2015 NAP Bylaws Committee is hereby requested to consider submitting an amendment to the NAP Standing Rules for the 2015 NAP Convention that designates October of each year as National Parliamentary Youth Month.

**Assembly Action:** The resolution was adopted by a vote of 234 in the affirmative and 7 in the negative.

After debate and amendment, the following resolution, moved by Rod Davidson, PRP, Oklahoma, was adopted:

## ACCESSIBILITY OF PERSONS WITH DISABILITIES

- Whereas, The National Association of Parliamentarians<sup>®</sup> is dedicated to educating leaders throughout the world in effective meeting management through the use of parliamentary procedure; and
- Whereas, Persons with disabilities have a civil right to participate fully in society; and
- Whereas, Event sites may not be fully accessible to persons with disabilities unless consideration is given during site selection; and
- Whereas, Educational materials and electronic and information technology may not be accessible to persons with disabilities unless a proactive effort is made to ensure that such materials are in a format that is indeed accessible; and
- Whereas, NAP should strive to be an all-inclusive organization with regard to persons with disabilities; now, therefore, be it
- Resolved*, That the delegates hereby assembled shall create a special committee composed of five members to study the subject of accessibility of persons with disabilities, to be appointed by the incoming president. The committee shall investigate the accessibility of all electronic and information technology produced by and for NAP, including NAP policies, procedures, products, publications, website, and event site selection; and
- Resolved*, That the special committee be directed to report to the NAP board of directors with recommendations by February 1, 2015.

**Assembly Action:** Adopted by a vote of 209 in the affirmative and 44 in the negative.

## **Special Order**

### **Special Recognition**

Craig Henry, PRP, Oklahoma, coordinator of the 2014 NAP Training Conference, extended an invitation to attend the conference to be held August 8-10, 2014, at the Renaissance Hotel in downtown Oklahoma City, Oklahoma,

Rosalie Stroman, PRP, District of Columbia, coordinator of the 2015 NAP Biennial Convention, extended an invitation to attend the convention to be held September 4-7, 2015, at the Crystal Gateway Marriot Hotel in Arlington, Virginia.

The president thanked the many people who helped put on this convention.

### **Resolutions Committee Report (continued)**

On behalf of the resolutions committee, Colette C. Trohan, PRP, Maryland, chairman, moved adoption of the following courtesy resolution with the president being allowed to insert the appropriate names in the fourth resolved clause:

#### **2013 COURTESY RESOLUTION**

- Whereas, The members and guests of The National Association of Parliamentarians<sup>®</sup>, attending the thirty-ninth Biennial Convention, *Starring Excellence*, at the Hilton Portland & Executive Tower Hotel in Portland, Oregon, September 6 – 9, 2013 have come together to conduct the business and celebrate the accomplishments of the association; and
- Whereas, Maurice S. Henderson, President of the National Association of Parliamentarians<sup>®</sup>, the officers, directors, committee chairmen and others who assisted him are now concluding their terms of service; now, therefore be it
- Resolved*, That the delegates representing approximately thirty-three hundred members of NAP gathered together here today express their sincere appreciation to the 2013 Convention Committee, led by Alice M. Bartelt, Elaine M. Carlson, and Mary L. Randolph, along with all who have assisted them in planning and executing this convention; and
- Resolved*, That the delegates hereby express their gratitude to: Ginny Altman and Ray Daniels, who sang the Canadian and US national anthems; Patricia Lewis, who gave the opening inspiration and brought greetings to the delegates; Michelle Graham, vice-president of the Portland Convention and Visitors Bureau, who warmly greeted the delegates; Prime Minister Gayle Whitehurst and the Royal Rosarians, who gave delegates and guests an interesting explanation of the significance of the rose and the City of Portland, Oregon; Tracy Marks, general manager of the Hilton Portland & Executive Tower Hotel, for welcoming us to his properties; Edna C. Arrington, who represented the delegates in responding to the welcomes; Alison Wallis, president of the American Institute of Parliamentarians, who brought greetings from AIP; Claire Schiller, Roger Woloshyn, and Gretchen Denton, for providing inspirational messages; Beatrice Squire, for a moving memorial service honoring those who have passed away during this biennium; and
- Resolved*, That Maurice S. Henderson, NAP President, Thomas “Burke” Balch, NAP Parliamentarian, all of their assistants on the dais and on the floor of the assembly are hereby commended for their service in helping the delegates fulfill their important roles in

- making decisions in the best interest of NAP; and
- Resolved,* That \_\_\_\_\_ be specifically thanked for sharing their technical knowledge and skills in running the electronic support systems for this convention; and
- Resolved,* That the luncheon and banquet speakers and presenters, workshop presenters, and youth participants be extended our appreciation for contributions that enhance our knowledge of – and appreciation for – parliamentary procedure; and
- Resolved,* That this resolution be incorporated in the minutes of this convention and copies of this resolution be given to NAP President Maurice S. Henderson, Convention Coordinator Alice Bartelt, Assistant Coordinator Elaine M. Carlson, Workshop Coordinator Mary L. Randolph, Vice-president of the Portland Convention and Visitors Bureau Michelle Graham, Prime Minister of the Royal Rosarians Gayle Whitehurst, and General Manager of the Hilton Portland & Executive Tower Tracy Marks.

**Assembly Action:** By a vote of 229 in the affirmative and 5 in the negative, the amended resolution was adopted as stated above.

### **Announcements**

The secretary made various announcements regarding the day's events.

### **Adjournment**

The meeting adjourned at 11:30 a.m. to reconvene at 6:45 p.m. Monday, September 9, 2013.

## **INSTALLATION BANQUET**

### **Call to Order**

President Henderson called the final meeting of the convention to order at 6:45 p.m., Monday, September 9, 2013.

### **Inspiration**

The inspiration was presented by Patricia Lewis, PRP, Ohio.

### **Retiring President's Remarks**

Following dinner, President Maurice S. Henderson addressed the assembly and listed highlights of the 2011-2013 biennium.

### **Installation of Officers**

Connie M. Deford, PRP, installed the officers and district directors.

### **Incoming President's Acceptance Speech**

Incoming President Ann Guiberson gave an address based on the theme, *Create the Future*, and announced the 2013-2015 committee chairmen.

Denise R. Irminger, PRP, and Daniel Ivey-Soto, PRP, will represent the district directors on the NAP Board of Directors.

**Adjournment Sine Die**

President Henderson declared the 39<sup>th</sup> Biennial Convention adjourned sine die at 9:12 p.m.

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Ann L. Rempel, PRP  
NAP Secretary

**Minutes Approval Committee:**

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Carol A. Henselder, PRP October 9, 2013  
Date approved

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Dorothy Demarest, PRP October 9, 2013  
Date approved

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Sharon Y. Reed, PRP October 9, 2013  
Date approved

**Attachments:**

- A. Agenda

Attachment A

**FRIDAY, SEPTEMBER 6, 2013**  
**FIRST BUSINESS MEETING - 1:00 PM to 5:00 PM**

1:00 PM Posting of Colors	
National Anthems	
Pledge of Allegiance to to the Flag of the United States of America	
Inspiration	Patricia Lewis (OH)
Introduction of Members of the NAP Board of Directors, District Directors, Committee Chairmen	
Welcome to Portland	
Welcome to the 39 <sup>th</sup> Biennial Convention	Alice Bartelt (OR)
Response to Welcomes	Edna C. Arrington (MI)
Greetings from the American Institute of Parliamentarians	Alison Wallis (LA)
Introduction of Guests & Dignitaries, Recognition of First Timers, New Members, new RPs, and PRPs	
Credentials Committee Report	Mona Y. Calhoun, Chair (DC)
Convention Standing Rules Committee Report	Carrie Dickson, Chair (UT)
Keypad Demonstration and Explanation of Timekeeping, Spotting, Microphones, and Pages	
Convention Program Committee Report	Alice Bartelt, Chair (OR)
Appointment of Committees	
President's Report	
Treasurer's Report	Evan A. Lemoine (CT)
Nominations for All Officers to be Elected	
Candidates' Speeches	
Report of the NAP Executive Director	Michael Chamberlain (MO)
Report of the Bylaws Committee	Chris Dickey (MO)
Consent Calendar	
4:45 PM Supplemental Credentials Committee Report	Mona Y. Calhoun, Chair (DC)
4:50 PM Introduction of Workshops	Mary L. Randolph (WA)
4:55 PM Announcements	Ann L. Rempel (KS)
5:00 PM Adjournment	

**SATURDAY, SEPTEMBER 7, 2013**  
**SECOND BUSINESS MEETING - 8:30 AM to 11:30 AM**

8:30 AM Inspiration	Claire Schiller (MN)
Greetings from Youth Partnership Interns	Introduced by Janice K. Strand, NM, Youth Committee Chair
Introduction of NAP Educational Foundation Scholars	
Supplemental Credentials Committee Report	Mona Y. Calhoun, Chair (DC)
Candidates Speeches	
Consideration of Bylaw amendments 18, 19, 20, 21, 22, and 22.1	
Election of Officers	
Report of Education and Credentialing Task Force	Dr. M. Eugene Bierbaum (FL)
Unfinished Business	
Report of Bylaws Committee (continued)	

Bylaws amendments not considered as part of consent calendar

11:25 AM Announcements  
11:30 AM Adjournment

Ann L. Rempel (KS)

**SUNDAY, SEPTEMBER 8, 2013**

**THIRD BUSINESS MEETING – 8:45 AM to 11:30 AM**

8:45 AM Inspiration  
Memorial Service  
Supplemental Credentials Committee Report  
Report of NAP Educational Foundation  
Report of the Communications Committee  
Unfinished Business  
11:25 AM Announcements  
11:30 AM Adjournment

Roger Woloshyn (MB)  
Beatrice Squire (VA)  
Mona Y. Calhoun (DC)  
Sandra K. Olson (CO)  
Leigh Wintz (PA)

Ann L. Rempel (KS)

**MONDAY, SEPTEMBER 9, 2013**

**FOURTH BUSINESS MEETING – 8:00 AM to 11:30 AM**

8:00 AM Inspiration  
Supplemental Credentials Committee Report  
Unfinished Business  
Resolutions  
New Business  
11:00 AM Special Recognitions  
    Invitation to 2014 NAP Training Conference  
    Invitation to 2015 NAP Biennial Convention  
Unfinished Business (if necessary)  
11:25 AM Announcements  
11:30 AM Adjournment

Gretchen Denton (MI)  
Mona Y. Calhoun (DC)  
  
Colette C. Trohan (MD)

W. Craig Henry (OK)  
Rosalie H. Stroman (DC)

Ann L. Rempel (KS)

**INSTALLATION BANQUET**

6:45 PM Inspiration  
Remarks from 2011-2013 NAP President  
Installation of Officers  
Remarks from 2013-2015 NAP President  
9:30 PM Adjournment sine die

Patricia Lewis (OH)

Connie M. Deford (MI)