Call to Order:
President Mary Randolph called the regular meeting of the NAP Board of Directors to order at 6:29 pm CST, December 13, 2016. The meeting was held utilizing AdobeConnect.com.

Inspiration:
Director Joyce Brown-Watkins provided the inspiration.

Welcome:
The president welcomed board members, guests and advisors.

Board Members Present:
President Mary Randolph, PRP; VP Jim Jones, PRP; Secretary Teresa Stone, PRP; Treasurer Wanda Sims, PRP; Director-at-Large Darlene Allen, PRP; Director-at-large Ann Rempel, PRP; Director-at-Large Alison Wallis, PRP; District Four Director Joyce Brown-Watkins, PRP; and District Seven Director Kevin Connelly, PRP.

Quorum:
With nine voting members present, a quorum was established.

Advisers Present:
NAP Executive Director Cyndy Launchbaugh.
NAP Parliamentarian Roger Hanshaw, PRP.
AdobeConnect technological support, Greg Goodwiller, PRP.

Guests:
Valooree Althoff, Burke Balch, Sadie Boles, Barbara Braswell, Larry Martin, Barbara Miller, Weldon Merritt, Mary Remson, Rosemary Seghatoleslami, Jan Strand and Leonard Young.

Report of Minutes Approval Committee:
Chair Wallis reported that the minutes of the regular meeting of the NAP Board of Directors, held November 14, 2016, were approved and posted to the NAP website.
Adoption of the Meeting Agenda:
Without objection, the agenda was adopted as distributed.

Officer Reports:
A. President’s Report:
The president submitted a written report. In addition, the following items were brought forward for consideration and/or discussion:
   1) Resignation and appointments:
      Without objection, the Board approved the following resignation and appointments:
      a. Resignation of Joan Corbisiero, NY as 2018 NTC Assistant Coordinator and appointment of Rosemary Seghatoleslami, NJ.
      b. Appointment of Cynthia Mayo, VA to the Professional Development Committee.
   2) The president reminded the Board that the mid-west is to be the location for the 2020 NTC. The site of the Conference has not been determined, as no Association has issued to the Board an invitation to host the event.
B. Vice-President’s Report:
There was no addition to the submitted written report.
C. Secretary’s Report:
There was no addition to the submitted written report.
D. Treasurer’s Report:
   1) There was one addition to the submitted officer written report.
   2) Treasurer Sims provided an additional verbal report to the Financial Report December 2015 – November 2016 concerning the balanced budget and stated that expenses had not exceeded income during that timeframe.

Director Reports:
A. Director Allen- There was no addition to the submitted written report.
B. Director Rempel- There was no addition to the submitted written report.
C. Director Wallis- There was no addition to the submitted written report.
D. District Director Representative Connelly- There was no addition to the submitted written report.
E. District Director Representative Brown-Watkins- There was no verbal report.

Executive Director Report:
In addition to her submitted written reports, Executive Director Launchbaugh updated the NAP membership renewals which adjust upward daily. The ED also reported that there are 517 new NAP members at this time.
Board Committee Report: Policy and Procedure Committee:
1) The following motion was made, that:
   *the NAP Board adopt the proposed amendment to the NAPOPP Manual, Chapter 8. National Events*
   8.1 Convention
   8.1.05 Convention Committees
   C. Convention Program
   (1) NAP Past Presidents shall be the honored guests of NAP at an event held a dinner planned in conjunction with the biennial convention.
   If adopted, C (1) will read:
   *NAP Past Presidents shall be the honored guests of NAP at an event held in conjunction with the biennial convention.*
   2) The following motion was lost by a vote of 3 in the affirmative and 5 in the negative, that,
   *the (above) motion be referred back to the Policy and Procedure Committee.*
   3) The motion to amend the NAPOPP was then adopted by a vote of 6 in the affirmative and 2 in the negative.

Board Special Committee Report: Article X Committee:
The following motion was adopted by a vote of 6 in the affirmative and 1 in the negative, that:
*on behalf of the NAP Board, the Article X Committee will submit to the Bylaws Committee a proposed amendment to Article X, Commission on Credentialing, Sections 3, Term, and 4, Elections of Commission. (See Attachment A for complete wording of the proposed amendment and rationale).*

Cluster Coordinator Reports:
A. Education Cluster Coordinator: No report submitted.
B. Membership Services Cluster Coordinator: There was no addition to the submitted written report.
C. Communications: No report submitted.

Unfinished Business:
1) At the 11/14/2016 Board meeting the proposed 2017 Convention budget was referred back to the Budget and Finance Committee, to report at this meeting.
The Treasurer presented the updated convention budget and registration fees, and the following motion was adopted without objection, that,*the Board adopt the draft 2017 Convention budget and registration fees.* See Attachment B.
2) The Treasurer presented a proposal for non-dues fundraising by the purchase of bricks or tiles. The following motion was adopted by a vote of 8 in the affirmative and 0 in the negative that, 

the Board endorse the brick fund-raising plan and authorize the President to appoint a committee.

New Business:
The President introduced the Commission on Credentialing’s request that the board approve the submission of a grant application to NAPEF for $8,850 for LMS (Learning Management System).

After discussion, the following motion was adopted without objection, that the NAP Board authorize the Commission on Credentialing to submit a grant application to the NAPEF in the amount of $8,850 for LMS.

Announcements:
A. The next NAP board meeting: Tuesday January 10, 2017 per Adobe Connect (4:30 pm PST; 6:30 pm CST; 7:30 pm EST).
B. The face-to-face Board Meeting will be held in Lombard, Illinois on March 17-19, 2017.
   Board Meeting times:
   Friday: 7:00 pm-9:00 pm;
   Saturday: 9:00 am-6:00 pm followed by Board Dinner; and
   Sunday: 9:00 am-Noon.
   The hotel reservations will be done by headquarters.
   The Board is requested to make airline reservations early.
C. The NAP office will be closed from the afternoon of December 23, 2016 and will reopen January 3, 2017.

Adjournment:
With no further business to come before the Board, the meeting was adjourned at 7:53 pm CST.

Attachment

________________________
Teresa Stone PRP
NAP Secretary
Minutes Approval Committee:

_________________________  12/26/2016
Chair Alison Wallis, PRP    Date Approved

_________________________  12/26/2016
Jim Jones, PRP              Date Approved

_________________________  12/26/2016
Kevin Connelly, PRP         Date Approved
AMENDMENT #__: COMMISSION ON CREDENTIALING

Amend Article X, Commission on Credentialing, Sections 3, Term, and 4, Election of Commission, substituting the following new Sections 3 through 7, and renumbering the succeeding section accordingly:

Section 3. Nominations. Nominations may be made from the floor. No person’s name may be placed on the ballot until the nominee has signed a form affirming qualification for the commission and an agreement to serve if elected, using a form adopted by the NAP Board of Directors.

Section 4. Election. Except as provided in Section 7, commission members shall be elected by ballot vote (paper or electronic) of the RPs and PRPs in attendance at the biennial convention. If the election includes the filling of one or more unexpired terms, the members receiving higher majorities shall serve full terms, and those receiving lower majorities shall serve the remainder of the unexpired terms.

Section 5. Term. Members of the commission shall serve four-year staggered terms or until their successors are elected. Members of the commission may serve two consecutive terms. Members may serve again after being out of office for one term.

Section 6. Removal. The NAP Board of Directors may remove commission members for cause by a vote of two-thirds of the entire board.

Section 7. Vacancies. If a vacancy on the commission occurs during a biennium, the NAP Board of Directors shall elect a commissioner to serve until the next biennial convention. At the next biennial convention, the RPs and PRPs in attendance shall elect a member to serve for a full term or for the remainder of the unexpired term, whichever is applicable.

<table>
<thead>
<tr>
<th>CURRENT WORDING</th>
<th>PROPOSED AMENDMENT</th>
<th>IF ADOPTED WILL READ</th>
</tr>
</thead>
<tbody>
<tr>
<td>Section 3. Term. Members of the commission shall serve three-year staggered terms. Members of the commission may serve two consecutive terms. Members may serve again after being out of office for a full three years.</td>
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</tr>
<tr>
<td>Section 4. Election of Commission. Members are elected by the RP® and PRP® members. The RP® and PRP® members may remove commission members or the entire commission for cause with a vote of two-thirds of the entire RP® and PRP® members.</td>
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Proposed by: NAP Board of Directors

Rationale: With the current staggered three-year terms, the terms of some members expire during an odd-numbered year and some during an even-numbered year. Because no business is conducted at the NAP Training Conference in the even-numbered year of a biennium, there is no practical way to elect a successor to a member whose term expires in an even-numbered year without more extensive bylaws amendments. In addition, it is impractical to have the commission members elected or removed by a vote of all credentialed members. If the commission members are to be elected, four-year staggered terms, with nominations and election occurring during the biennial convention by a vote of those credentialed members in attendance, is more practical. The phrase “or until their successors are elected” is included to ensure continuity in the portions. There currently are two vacancies on the commission due to the expiration of the terms of two members, with no election held to reelect or replace them. Finally, because there is no practical way to conduct a removal vote, or a vote to fill a vacancy, during the time between conventions, those powers are given to the board. Removal would have to be for cause, and by the vote of two-thirds of the entire board; and filling of a vacancy would be only until the next convention.

Proviso: If this amendment is adopted, four commissioners will be elected prior to adjournment of the convention. The three elected with the highest majorities shall serve a four-year term, expiring at the close of the 2021 convention. The one elected with the lowest majority shall serve a two-year term, expiring at the close of the 2019 convention, and the terms currently scheduled to expire in 2018 will be extended to the close of the 2019 convention. Notwithstanding the provisions of Section 5, the members whose terms expired in 2016 shall be eligible for election to a new term.
## NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

### National Event Budget 2017 NAP Biennial Convention

#### REVENUES

<table>
<thead>
<tr>
<th>Description</th>
<th>Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Registration fees</td>
<td>121,570</td>
</tr>
<tr>
<td>Meals</td>
<td>28,250</td>
</tr>
<tr>
<td>Program advertisements</td>
<td>2,500</td>
</tr>
<tr>
<td>Vendor sales tables</td>
<td>2,000</td>
</tr>
<tr>
<td>Contributions and sponsorships</td>
<td>1,000</td>
</tr>
<tr>
<td>Handout Book</td>
<td>1,875</td>
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</table>

**TOTAL REVENUES** 157,195

#### EXPENDITURES

<table>
<thead>
<tr>
<th>Description</th>
<th>Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bank fees and credit card processing</td>
<td>4,863</td>
</tr>
<tr>
<td>Decorations &amp; Entertainment (gala)</td>
<td>3,500</td>
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<tr>
<td>Equipment rental and Technology</td>
<td>36,750</td>
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<tr>
<td>AV/Technology</td>
<td>35,000</td>
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<td>Guidebook upgrade</td>
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<tr>
<td>Speaker gifts</td>
<td>200</td>
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<tr>
<td>Graphics, signs &amp; publicity</td>
<td>1,500</td>
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<tr>
<td>Meal expenses</td>
<td>43,670</td>
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<tr>
<td>Printing</td>
<td>10,500</td>
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<tr>
<td>Committee expenses</td>
<td>4,700</td>
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<tr>
<td>Pre-planning</td>
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<tr>
<td>Convention</td>
<td>1,980</td>
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<tr>
<td>Registration materials</td>
<td>7,875</td>
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<tr>
<td>USB drives</td>
<td>2,500</td>
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<tr>
<td>Tote bags</td>
<td>2,125</td>
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<tr>
<td>Badges, holders, lanyards</td>
<td>1,000</td>
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<tr>
<td>Program</td>
<td>2,250</td>
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<tr>
<td>Misc. on-site expenses</td>
<td>1,500</td>
</tr>
<tr>
<td>Shipping &amp; freight</td>
<td>2,000</td>
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**NOTES**

- Based on registrants; $275 member early-bird includes reception and Welc. Rec. a.m./p.m. beverage.
- Includes handout/program forms, convention guides, and daily papers.
<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
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<tbody>
<tr>
<td>Interpreter services</td>
<td>4,500</td>
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<tr>
<td>Taxes</td>
<td>5,240</td>
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<tr>
<td>Service Charges</td>
<td>10,480</td>
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**TOTAL EXPENDITURES**

137,278

**NET SURPLUS (DEFICIT)**

$19,917.20