Call to Order in Executive Session:
President Ann Guiberson called the regular meeting of the NAP Board of Directors to order at 7:30 p.m. (EST) on Tuesday, November 11, 2014, in executive session. The meeting was held using AdobeConnect.com.

End of Executive Session:
The board rose from executive session at 7:33 p.m. (EST).

Welcome:
The president welcomed the board members, executive director, and guests.

Board Members Present:
President Ann Guiberson, PRP; Vice-President Mary L. Randolph, PRP; Secretary Ann Rempel, PRP; Treasurer Evan A. Lemoine, PRP; Director-at-Large James N. Jones, RP; District Five Director Denise Irminger, PRP; and District Six Director Daniel Ivey-Soto, PRP.

Board Members Absent:
Director-at-Large Steve Glanstein, PRP; Director-at-Large James H. Stewart, PRP.

Adviser Present:
Executive Director Michael Chamberlain, MBA, CAE.

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

Guests Present: Darlene Allen; Ferial Bishop; Barbara Braswell; Richard Brown; Rhonda Clark-Randle; Sandra Cook; Steve Cook; Laura LeGrand; Larry Martin; Weldon Merritt; Eli Mina; Wanda Sims; Rosalie Stroman; Jeanette Williams; and Sheryl Womble.

Adoption of the Agenda:
Without objection, the agenda was adopted. (Attachment A)

President’s Report:
Resignation and Appointment of 2017 Assistant Convention Coordinator:
The president reported receiving the resignation of Judy Edwards, PRP, assistant convention coordinator for 2017. Without objection, the board accepted the resignation with regret. Without objection, the board approved the president’s appointment of Barbara Rosi, PRP, as the assistant convention coordinator for 2017.
Implementation of Learning Management System (LMS):
The president reported that the new Learning Management System had been implemented.

University of Wisconsin Course:
The president reported that Kay Crews, PRP, has undertaken the management of the University of Wisconsin course in parliamentary procedure.

Financial Report:
Treasurer Lemoine reviewed the December 2013 through October 2014 statement of activities and that he is currently identifying an accountant to audit the financial records.

By a vote of 4 in the affirmative and 3 in the negative, the following motion was referred back to the finance committee:
   To amend NAPOPP 9.1.05F(2)(c) and 9.1.05F(2)(e) by striking "actual" and inserting "standard."

A point of order was raised that it was not in order to introduce a new motion for establishment of standard shipping rates after the NAPOPP amendments had been referred. The president ruled the point not well taken because the new motion was to amend rates for shipments to NAP members and the referred motion was to amend rates for shipments to constituent divisions.

The following motion was lost by a vote of 4 in the affirmative and 4 in the negative:
   That the following shipping and handling rates be adopted:
      $0-25, $5
      $25-50, $10
      $50-150, $15
      $150-500, $25
      $500+, $35

Without objection, the following motion was postponed to the next meeting:
   That the priority mail rate be standard shipping + $7

Executive Director’s Report:
Executive Director Chamberlain reported on planning for the convention in 2015, event site selection for the convention in 2017, progress on strategic objectives, preparations for membership dues renewal, and reports submitted by NAP Representatives to association and district meetings.

Reports of Committees:
Bylaws Committee:
Ann Rempel, board liaison to the bylaws committee, reported that the committee is preparing language for amendment of Standing Rule 4 to include the provision in NAPOPP 9.1.04C previously adopted by the board.
By a vote of 4-2, the following motions for the bylaws committee to prepare proposals of bylaws amendments were postponed indefinitely:

To amend Bylaws Article IX, E. Membership Extension and Retention Committee by substituting the following:

E. Membership Committee

The membership extension and retention committee shall:
1. Conduct recruitment, extension, and retention of membership programs;
2. Promote and assist the formation of associations and units;
3. Assist associations with recruitment and retention activities.

To amend Article IX, F1 Membership and Registration Examiners Committee by striking “1. Process applications for membership in NAP;”

**Membership and Registration Examiners Committee:**
Without objection, the motions to amend NAPOPP 5.1.06 and 5.1.13, which were referred by the board to the membership and registration examiners committee in September were withdrawn.

The following motions were adopted by a vote of 5 in the affirmative and 2 in the negative:

To amend NAPOPP 5.1.06 by striking “must be completed in one day” and inserting “may be completed in any order within nine months.”

To amend NAPOPP 5.1.13 by substituting the following:

“An applicant must complete the five-part RP exam within nine months from the date the first examination was taken. The exam parts may be taken in any order and in any combination of parts. All parts do not need to be taken at the same time. After completing the five parts, any exam parts that need to be retaken must be completed prior to the nine months from the date the first exam was taken. Appropriate fees may apply for any exam retakes. If after the initial nine months have passed and the applicant has not successfully completed all five parts, the entire RP exam must be retaken with a new six month time frame beginning again.”

By a vote of 7 in the affirmative and 0 in the negative, the following motion was adopted:

To amend NAPOPP 5.1.14 by striking “60” and inserting “30.”

After amendment, the following motion was adopted by a vote of 4 in the affirmative and 2 in the negative:


**Professional Development Committee:**
Chairman Lyle A. Kleman, PRP, submitted a written report.
**International Services Committee:**
By a vote of 6 in the affirmative and 0 in the negative, the following resolution was postponed indefinitely:

> Whereas, NAP has increased its presence as an international organization;  
> Whereas, NAP members are citizens of several countries other than the USA; and  
> Whereas, The playing of various national anthems has occurred at past NAP conventions and conferences; now, therefore it be  
> Resolved, That at NAP conventions and conferences in the United States, the national anthems of all attending members will be played instead of reciting the US flag 'pledge';  
> Resolved, That the Board of Directors will propose this resolution as a standing rule at the 2015 NAP Convention.

By a vote of 7 in the affirmative and 0 in the negative the following motion was referred to a committee of three to be appointed by the president to consider demographic data and skills that would benefit NAP to capture:

> Resolved, That NAP will establish a ‘Language Bank’ containing the names of NAP volunteers who are proficient in various foreign languages.

**Reports of Board Committees:**

**Policies and Procedures Committee:**
By a vote of 5 in the affirmative and 0 in the negative, the following motion was referred to the bylaws committee:

> To amend the NAP Standing Rules by adding the following:  
> NAP Biennial Conventions, Training Conferences, and Annual Meetings may begin with a non-sectarian inspiration.

**Adjournment:**
The meeting adjourned at 9:28 p.m. (EST).

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Ann L. Rempel, PRP  
NAP Secretary
### Minutes Approval Committee:

<table>
<thead>
<tr>
<th>Name</th>
<th>Date Approved</th>
</tr>
</thead>
<tbody>
<tr>
<td>Denise R. Irminger, PRP</td>
<td>November 18, 2014</td>
</tr>
<tr>
<td>Mary L. Randolph, PRP</td>
<td>November 18, 2014</td>
</tr>
</tbody>
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Date approved
ATTACHMENT A

NATIONAL ASSOCIATION OF PARLIAMENTARIANS®
Board of Directors Meeting
Tuesday, November 11, 2014

1. Welcome Ann Guiberson

2. Adoption of the Agenda

3. Report of Minutes Approval Committee Mary Randolph

4. President’s Report Ann Guiberson
   a. Resignation of Judy Edwards, 2017 Assistant Convention Coordinator
   b. Appointment of 2017 Assistant Convention Coordinator
   c. Implementation of new LMS
   d. University of Wisconsin Course

5. Financial Report Evan Lemoine
   a. Financial Report
   b. Tax exempt status
   c. Shipping and Handling Recommendation-NAPOPP 9.1.05

6. Executive Director Report Mike Chamberlain

7. Reports of Committees Ann Rempel
   a. Bylaws
      Standing Rule 4; Article IX. Committees E and F
   b. Membership and Registration Examiners
      NAPOPP 5.1.06 5.1.13. 5.1.14 and 2.3.02
   c. International Services Ann Guiberson

9. Reports of Board Committees Ann Rempel
   a. Policies and Procedures
      NAPOPP 8.7 Inspirations

10. New Business

11. Adjournment