Call to Order: President Ann Guiberson called the regular meeting of the NAP Board of Directors to order at 7:31 p.m. (EDT) on Tuesday, April 14, 2015. The meeting was held using AdobeConnect.com.

Welcome: The president welcomed board members, advisers, 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 Steve Glanstein, PRP; Director-at-Large James N. Jones, RP; Director-at-Large James H. Stewart, PRP; District Five Director Denise Irminger, PRP; and District Six Director Daniel Ivey-Soto, PRP.

Advisers Present: Parliamentarian Dr. Leonard Young, PRP, and Executive Director Cyndy Launchbaugh.

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


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

Report of Minutes Approval Committee: Director Stewart reported that the minutes of the board meeting held March 10, 2015, were approved by the committee.

President’s Report: Motions: Adoption of resolutions contained in The Letter of Agreement between the National Association of Parliamentarians and the NAP Educational Foundation, sent to board members prior to the meeting, was moved and amended by adopting, without objection, the following motions:

To amend the proposed Agreement by striking “the” and inserting “NAP’s” in item #1 in the 1st Resolved paragraph; and
To amend the 5th Resolved paragraph by striking “All earlier letters of agreement (June 9, 1999 and August 22, 2010) are null and void” and inserting “This agreement shall supersede and replace all former agreements.”

The following motion was proposed:
That a special committee consisting of Mary Randolph, Ann Rempel, and Jim Stewart be appointed to recommend an appropriate fee for administrative services rendered to the NAPEF.

An amendment was proposed to add “to report at the next regular board meeting.”

A point of order was raised that the motions were not in order because the NAP Bylaws Article V, Section 7.A2d states that the president shall appoint the chairman and members of each special committees. The point was ruled well taken and the motion was not in order.

The ruling of the chair was appealed and the point of order was made that the appeal was not in order because the chair had ruled on a question about which there cannot be two reasonable opinion. The chair ruled the point well taken.

The following motion was lost by a vote of 4 in the affirmative and 5 in the negative:
That a three-member committee of the board be appointed by the president to recommend an appropriate fee for administrative services rendered to NAPEF.

A motion was proposed to strike resolved paragraphs 1, 2, 4, and 5 in the proposed Agreement. A point of order was raised that the motion was not in order because the remaining paragraph would no longer constitute a Letter of Agreement. The point was ruled well taken and the decision of the chair was appealed. By a vote of 5 in the affirmative and 3 in the negative, the decision of the chair was sustained.

A motion to postpone the Agreement indefinitely was proposed. The previous question on all pending motions was ordered by a vote of 7 in the affirmative and 0 in the negative. The motion to postpone indefinitely was lost by a vote of 3 in the affirmative and 6 in the negative. The proposed Letter of Agreement between NAP and NAPEF was lost by a vote of 3 in the affirmative and 6 in the negative. (See Attachment B.)

**NAP Representative Reports:**
The president listed the NAP representative reports, which had been sent to board members prior to the meeting. The following associations were visited by NAP representatives: District of Columbia – District Two Director Darlene Allen, South Carolina – Treasurer Lemoine, Alabama – Treasurer Lemoine, Manitoba – President Guiberson.

**Financial Report:**
Treasurer Lemoine commented on the written financial report sent to board members prior to the meeting.
Executive Director’s Report:
Executive Director Cyndy Launchbaugh sent a written report to the board members prior to the meeting. She commented on current membership statistics and renewals and a new educational resource created from the bank of 300 questions formerly used for the membership exam.

Reports of Committees:
Membership and Registration Examiners:
A written report from the membership and registration examiners committee was sent to board members prior to the meeting.

Motion:
After debate and amendment, the following motion was adopted by a vote of 8 in the affirmative and 0 in the negative:
To amend NAP OPP 2.3.02 by striking “The question shall be composed of 100 questions taken from the bank of 300 questions maintained by the committee” and inserting “The examination shall be composed of 40 questions taken from the bank of 100 questions maintained by the committee.”

Call for Orders of the Day:
The orders of the day were called for and a motion proposing to extend the meeting 15 minutes was lost.

Adjournment:
The meeting adjourned at 9:07 p.m. (EDT).

Ann L. Rempel, PRP
NAP Secretary

Minutes Approval Committee:

<table>
<thead>
<tr>
<th>Name</th>
<th>Date approved</th>
</tr>
</thead>
<tbody>
<tr>
<td>James H. Stewart, PRP</td>
<td>April 17, 2015</td>
</tr>
<tr>
<td>Denise R. Irminger, PRP</td>
<td>April 17, 2015</td>
</tr>
<tr>
<td>Mary L. Randolph, PRP</td>
<td>April 17, 2015</td>
</tr>
</tbody>
</table>
ATTACHMENT A

NATIONAL ASSOCIATION OF PARLIAMENTARIANS®
Board of Directors Meeting
Tuesday, April 14, 2015

Agenda

1. Welcome Ann Guiberson
2. Adoption of the Agenda
3. Report of Minutes Approval Committee Jim Stewart
4. President’s Report Ann Guiberson
   a. Letter of Agreement with NAPEF
   b. NAP Representative Reports (written):
      District of Columbia-Darlene Allen
      South Carolina-Evan Lemoine
      Alabama-Evan Lemoine
      Manitoba-Ann Guiberson
6. Executive Director Report Cyndy Launchbaugh
7. Reports of Committees
   a. Membership and Registration Examiners Steve Glanstein
   b. Professional Development (written) Mary Randolph
   c. Education and Credentialing Jim Stewart
8. New Business
   Bylaws
9. Adjournment at 9:00 p.m. EDT
ATTACHMENT B, AS AMENDED (NOT ADOPTED)

Letter of Agreement between the

NATIONAL ASSOCIATION OF PARLIAMENTARIANS (NAP) and the
NAP EDUCATIONAL FOUNDATION (NAPEF)

Resolved, That the NAPEF agrees to pay NAP the following:
1. $1500.00 at the beginning of the NAP’s fiscal year for management
   services,
2. A prorated share of any bank or credit card charges that are
   assessed due to payments made by an NAP member to NAP and
   NAPEF simultaneously,
3. All commercial, financial, bank or credit card charges incurred by
   transactions directly attributable to NAPEF; and

Resolved, That NAPEF agrees to carefully consider grants to support educational
resource material up to $25,000 per biennium. The grant(s) has been
justified to meet the criteria of the purpose statement and object of
NAPEF and expenditures and the outcomes are reported back to the
NAPEF board of trustees in compliance with the conditions stated in
the grant. The grants can be applied for at any time; and

Resolved, That NAP agrees to submit a minimum of one interim report and one
final report for grant funds received or spent using the NAAPEF grant report
guidelines. Each report must have a written description and a
financial statement covering the same time period. Deadlines for such
reports shall be included in all grant applications;

Resolved, That the NAPEF shall directly pay auditing and 990 preparation fees
and any required corporate license fees; and

Resolved, That a formal written agreement including at least these terms shall be
executed by the Foundation and NAP by May 1, 2015. All earlier letters
of agreement (June 9, 1999 and August 22, 2010) are null and void. This
agreement shall supersede and replace all former agreements.

________________________________________   _______________________________________
NATIONAL ASSOCIATION OF PARLIAMENTARIANS FOUNDATION  NAP EDUCATIONAL

by Ann Guiberson, President                     by Nancy Sylvester, President