Call to Order: President Ann Guiberson called the regular meeting of the NAP Board of Directors to order at 7:30 p.m. Eastern Standard Time on Tuesday, January 14, 2014. 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, PRP; 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 M. Young, PRP; Executive Director Michael Chamberlain, MBA, CAE; and Technical Assistant Greg Goodwiller, PRP.

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

Guests Present: Darlene Allen, Paul Bessel, Barbara Braswell, Sandra Cook, Lyle Kleman, Paula Lasky, Larry Martin, Sandra Olson, Rosalie Stroman, Loretta Tillery, Alison Wallis, and Jeanette Williams.

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

Report of Minutes Approval Committee:
Secretary Rempel reported that the minutes of the board meeting held November 12, 2013, were approved by the committee.

President’s Report:
The resignation of Ed Frazier from the bylaws committee was accepted without objection.

The appointment of Helen Popovich, PRP, Florida, to the bylaws committee was approved without objection.

The president’s appointment of Vice-President Mary Randolph to the board’s budget and finance committee was approved without objection.

Without objection, the board approved the president’s appointment of Sandra Olson, PRP, to the special committee on education and credentialing committee and the appointment of Mrs. Olson as vice-chairman of the committee.
Without objection, the board ratified the $20,000 grant application made to the NAP Educational Foundation by the special committee on education and credentialing.

By a vote of 5 in the affirmative and 3 in the negative, the NAP Partnership Report was postponed to the February board meeting.

**Financial Reports**
Treasurer Evan A. Lemoine reported to the board on NAP finances as of November 30, 2013.

By a vote of 9 in the affirmative and 0 in the negative, the board approved David Lundgren & Company to perform the financial statement audit for the year ended November 30, 2013, and Halhuber & Cook, P.C. to perform the tax return for the year ended November 30, 2013.

**Executive Director’s Report:**
Executive Director Michael Chamberlain reported that district director pages have been added to the website, updating of the board of directors page, and that since October 8, 2013, there have been 6,969 unique visitor to the website from 83 countries; that the membership renewal process is underway and that 1,823 had paid dues for 2014; that problems with producing dues notices were being rectified; that the staff has continued to work with the professional development, the educational resources committees, and the special committee on education and credentialing. He reminded board members that reservations at the Renaissance Hotel in Oklahoma City, the site of the March board meeting, must be made by February 14, 2014.

**Reports of Standing Committees**
Lyle Kleman, chairman, and Mary Randolph, board liaison, submitted a report for the professional development committee. Without objection, the chairman addressed the board on changes being made in the professional recertification course.

Dave Mezzera, chairman, and Jim Jones, board liaison, submitted a report for the educational resources committee.

District Directors Daniel Ivey-Soto and Denise Irminger reported on the work of the membership extension and retention committee. The committee is currently focused on members who have not paid 2014 dues. District Directors are now sending out their newsletters.

Steve Glanstein, board liaison, submitted a report for the membership and registration examiners committee. The committee will hold a formal meeting on January 18, 2014.

Weldon Merritt, chairman, submitted a report for the bylaws committee.
Brandon H. Walters, chairman, and Evan A. Lemoine, board liaison, submitted a report for the youth committee. In addition, Mr. Lemoine submitted a report from Leigh Wintz, chairman of the special committee on accessibility of persons with disabilities.

Treasurer Lemoine also submitted a report from the special committee on financial stability.

**Reports of Board Committees:**

**Policies and Procedures Committee:**
Secretary Ann Rempel submitted a written report for the board policies and procedures committee.

By a vote of 5 in the affirmative and 3 in the negative, the board amended all of NAP OPP 5.3, 10.7.01, and 10.7.02 by striking out “recertification” and inserting “renewal.”

After debate and amendment, by a vote of 7 in the affirmative and 0 in the negative, the board amended NAP OPP 5.3.03 by striking out “(4) serving as an instructor and demonstrating ability to communicate parliamentary information;” and inserting “(4) understanding provisions in the current edition of RONR;”.

By a vote of 7 in the affirmative and 0 in the negative, the board amended NAP OPP 5.3.08 by substituting the following: “Successful completion shall be defined as participating in the required modules and at least two elective modules and completing all related assignments. Participants shall receive an evaluation and critique within 60 days following the course.”

By a vote of 8 in the affirmative and 0 in the negative, the board amended NAP OPP by striking 9.1.01 in entirety, and renumbering the remaining sections.

By a vote of 4 in the affirmative and 4 in the negative, the following motion was lost: Amend NAP OPP 9.2.02B by substituting “Notice of the meeting shall be posted in the NAP calendar of events. Members of NAP may attend as observers only, except when the board meets in executive session. All persons who attend an electronic meeting must provide their full names as they sign into the meeting or they will not be permitted to attend the meeting.”

By a vote of 8 in the affirmative and 0 in the negative, the board amended NAP OPP 9.2.05C by substituting the following: “Upon being recognized, the board member shall, if possible, enable his or her webcam. Upon yielding the floor, the board member shall disable his or her webcam.”

By a vote of 5 in the affirmative and 2 in the negative, the board amended NAP OPP 9.2.07 by striking “, preceded by the board member’s name and a number corresponding to how many written motions the board member has so far posted during the meeting (e.g., “SMITH 3;”; “FRANCES JONES 2:”)."
By a vote of 0 in the affirmative and 8 in the negative, the following motion was lost: Amend NAPOPP 9.4.01A by substituting the following: “Consist of the president, treasurer (serving as chairman), executive director, and one board member appointed by the president with the approval of the board of directors.”

By a vote of 8 in the affirmative and 0 in the negative, the board amended NAPOPP 9.4.01 by adding: “F. Recommend the appropriate fees for events, courses, and exams based on the adopted budget to the board.”

**Budget and Finance:**
Evan A. Lemoine, chairman, submitted a report for the budget and finance committee.

By a vote of 8 in the affirmative and 0 in the negative, the board adopted the following motion: That each PRC/PDC module course shall have a fee of $50.00.

Without objection, consideration of use of AdobeConnect by constituent units was postponed to the February meeting of the board.

**Adjournment:**
Without objection, the board meeting adjourned at 9:31 p.m. EST.

Ann L. Rempel, PRP
NAP Secretary

**Minutes Approval Committee:**

<table>
<thead>
<tr>
<th>Name</th>
<th>Date approved</th>
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<tbody>
<tr>
<td>James H. Stewart, PRP</td>
<td>January 18, 2014</td>
</tr>
<tr>
<td>Denise R. Irminger, PRP</td>
<td>January 18, 2014</td>
</tr>
<tr>
<td>Mary L. Randolph, PRP</td>
<td>January 18, 2014</td>
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</tbody>
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ATTACHMENT

NATIONAL ASSOCIATION OF PARLIAMENTARIANS®
Board of Directors Meeting
Tuesday, January 14, 2013

Agenda

1. Welcome  Ann Guiberson
2. Adoption of the Agenda
3. Report of Minutes Approval Committee  Jim Stewart
4. President’s Report  Ann Guiberson
   - Resignation of Ed Frazier from Bylaws Committee
   - Appointment of Helen Popovich to Bylaws Committee
   - Appointment of Mary Randolph to Budget-Finance Committee
   - Appointment to the Education and Credentialing Special Committee
   - Approval of grant application to the NAP Educational Foundation
   - NAP Partnership Report
5. Financial Report  Evan Lemoine
   a. Financial Update
   b. Approval of audit firm selection
6. Executive Director’s Report  Mike Chamberlain
7. Reports of Committees  Lyle Kleman/Mary Randolph
   a. Professional Development  Jim Jones
   b. Educational Resources
   c. MERC  Daniel Ivey-Soto/Denise Irminger
   d. Membership and Registration Examiners  Steve Glanstein
   e. Bylaws  Ann Rempel
8. Reports of Board Committees  Ann Rempel
   a. Policies and Procedures  Evan Lemoine
   b. Budget Finance
      1) Use of Adobe Connect by constituent units
9. New Business
10. Executive Session (if necessary)  Ann Guiberson
11. Adjournment