Call to Order:
President James “Jim” Jones called the regular meeting of the NAP Board of Directors to order at 4:04 PM EDT, Wednesday, September 5, 2018. The meeting was held at the Hyatt Regency Buffalo in Buffalo, NY.

Welcome:
The president welcomed the board members and thanked them for attending.

Board Members Present:
President Jim Jones, PRP; Vice President Darlene Allen, PRP; Secretary Kevin Connelly, PRP; Treasurer Wanda Sims, PRP; Director-at-Large Alison Wallis, PRP; Director-at-Large Ann Rempel, PRP; Director-at-Large Joyce Brown-Watkins, PRP; and District Five Director Representative Larry Martin, PRP.

Advisers Present:
NAP Executive Director Cyndy Launchbaugh.
NAP Parliamentarian pro tem Shmuel Gerber, PRP (appointed without objection).

Guests Present:
Ramona Hill, PRP; Caroline Sedlacek, RP; Beverly Tatham, PRP; Bob Williams; Rosemary Seghatoleslami, PRP; Carol Austin, PRP; Beth James, PRP; Daniel White, RP; Tamara Harris, PRP; Theljewa Garrett; Evan Lemoine, PRP; Lori Lokinuk, PRP; Thomas “Burke” Balch, PRP and Helen McFadden, PRP.

Quorum:
A quorum was established with eight voting members being present.

Approval of Agenda:
The proposed agenda was adopted without objection.

Report of the Minutes Approval Committee:
Chairman Larry Martin reported that the minutes of the regular meeting of August 14, 2018 were approved by the committee.

Strategic Thought:
Director-at-Large Alison Wallis provided the Strategic thought for the meeting.

Financial Report:
Treasurer Wanda Sims reported that there were no real changes since the last meeting of the Board of Directors.
**Introduction of Guests:**
President Jones asked the guests at the board meeting to introduce themselves.

**Notice given of Board of Directors pictures:**
President Jones notified the board members that their pictures would be taken on Friday morning, September 7, and reminded them to dress appropriately.

**Postponement of Executive Session:**
Without objection, the scheduled Executive Session was postponed until after all of the reports have been given.

**Report of the Executive Director:**
Executive Director Cyndy Launchbaugh, in addition to her written report, reported on the membership figures. NAP presently had 3572 members, as opposed to 3352 members at the same time last year, and 3287 at the same time in 2016. There are presently 303 PRPs, which is 19 more than at the same time in 2017.

ED Launchbaugh also reported figures for the 2018 NAP Training Conference, to begin shortly. There were 236 full registrations, 8 one-day registrations, and 8 guests. The hotel's room bloc and food and beverage requirements have been met.

ED Launchbaugh noted that the memorial brick fundraising program was starting, as well as the new discount purchasing program for members.

**Recess:** Without objection, the board voted to recess at 5:50 PM for ten minutes and reconvene in executive session, with parliamentarian pro tem Shmuel Gerber, General Counsel Helen McFadden, and Commission on Credentialing Chairman Thomas “Burke” Balch being permitted to attend.

**Rise out of Executive Session:**
The meeting rose out of executive session at 7:05 PM

**Adjournment:** The meeting adjourned at 7:07 PM to reconvene on Friday, September 7, 2018 at 9 AM.
Call to Order:
President Jim Jones reconvened the regular meeting of the NAP Board of Directors at 8:38 AM EDT, Thursday, September 6, 2018. The meeting was held at the Hyatt Regency Buffalo in Buffalo, NY.

Board Members Present:
President Jim Jones, PRP; Vice President Darlene Allen, PRP; Secretary Kevin Connelly, PRP; Treasurer Wanda Sims, PRP; Director-at-Large Alison Wallis, PRP; Director-at-Large Ann Rempel, PRP; Director-at-Large Joyce Brown-Watkins, PRP; and District Five Director Representative Larry Martin, PRP.

Advisers Present:
NAP Executive Director Cyndy Launchbaugh.
NAP Parliamentarian pro tem Shmuel Gerber, PRP.

Guests Present:
Ramona Hill, PRP; Caroline Sedlacek, RP; Beverly Tatham, PRP; Rosemary Seghatoleslami, PRP; Carol Davis, PRP; Helen McFadden, PRP; Dave Whitaker, RP; Lucy Anderson, PRP; and Loretta Tillery.

Report of the Policies and Procedures Committee:
Chairman Kevin Connelly noted that the members intend to meet that evening to differentiate the policies from the procedures in the NAP Operational Polices and Procedures Manual.

Report of the Budget and Finance Committee:
Chairman Wanda Sims has scheduled a meeting to discuss the current per diem and travel rates. She will be working with the Executive Director to discuss next year’s budget.

Minutes of the Board of Directors meeting of May 24-27, 2018 amended:
Secretary Connelly noted that Shmuel Gerber had examined the previously approved minutes of the regular Board of Directors meeting and found some grammatical and spelling errors. Without objection, the board amended those minutes to correct those errors.

Report of the Education Cluster Chairman:
NAP Education Cluster Chairman Ramona Hill updated the board on the activities of the committees in the Education Cluster.
Recess: the meeting recessed at 9:58 AM.

Reconvene: The meeting reconvened at 10:16 AM.

Consideration of Action Item # 1: Approve recommendation of Commission on Credentialing setting fees for beta testers:
It was moved that the application fee for those candidates for credentialing as registered parliamentarians under the new credentialing process who are designated as beta tester by the Commission on Credentialing shall be zero dollars. The motion was adopted.

Consideration of Action Item # 2: Authorize the 2019 National Convention Committee to waive convention registration fees for students:
It was moved that the Board of Directors authorize the 2019 National Convention Committee to waive the convention fee for student participants sponsored by a district, association, or unit. The motion was adopted.

Consideration of Action Item # 3: Refer to the NAP Bylaws Committee a proposed bylaws amendment regarding new unit requirements:
It was moved to have the attached (see Attachment A) proposed bylaws amendment regarding new unit requirements referred to the NAP Bylaws Committee by the board. The motion was lost.

Consideration of Action Item #4: Revoke the charter of the Montgomery County Unit of Parliamentarians:
It was moved to have revoke the charter of the Montgomery County Unit of Parliamentarians. The motion required two-thirds for adoption, and by a ballot vote of 5 Yes and 3 No, the motion was lost.

Recess: Without objection, the meeting recessed for lunch at 11:30 AM.

Reconvene: The meeting reconvened at 1:30 PM

Recess: Without objection, the board voted to recess for five minutes and reconvene in executive session, with parliamentarian pro tem Shmuel Gerber and, General Counsel Helen McFadden being permitted to attend.

Reconvene: The meeting reconvened in executive session at 1:35 PM.

Rise out of Executive Session:
The meeting rose out of executive session at 2.36 PM.

Recess: Without objection, the meeting recessed at 2:45 PM.

Reconvene: The meeting reconvened at 3:00 PM.
Authorization to destroy ballots:
Without objection the teller (secretary) was authorized to destroy the ballots used in the vote on revoking the charter of the Montgomery County Unit of Parliamentarians.

Presentation of Strategic Plan:
Vice President Darlene Allen gave a presentation on the proposed NAP Strategic Plan, based on the S.W.O.T. format of outlining NAP’s Strengths, Weaknesses, Opportunities and Threats. Some of the strengths listed were NAP’s growing membership, new educational materials, and the unique niche that it falls into as a group. Weaknesses identified were that it was still mostly a national organization as opposed to an international one, the apparent rush to increase the number of credentialed members, and the aging of the membership. An opportunity highlighted was the real need for the services that NAP provides. Threats identified were the rise of unqualified competition in the parliamentarian field, and misinformed educators teaching inaccurate material on parliamentary procedure.

Vice President Allen stated that the adoption of the Strategic Plan will be considered at the next board meeting; after receiving the latest version of from Dennis Martino.

Achievement of Director Roger Hanshaw:
Director Alison Wallis announced that Roger Hanshaw, PRP, NAP District 5 Director on the NAP Board of Directors, was recently elected as the Speaker of the House of Delegates to the West Virginia Legislature.

Announcements:
President Jones announced that the NAP Training Conference “First Timers” will meet in room Grand F at 5:15 PM, and the Welcome Reception will start at 6:30 in room Grand A.

Adjournment:
With no further business to come before the Board, the meeting adjourned at 4:02 PM.

____________________________
Kevin Connelly, PRP
NAP Secretary

____________________________
Chair Larry Martin, PRP Date Approved
____________________________
Alison Wallis, PRP Date Approved
____________________________
Joyce Brown Watkins, PRP Date Approved
PROPOSED AMENDMENT TO THE NAP BYLAWS

Current NAP Bylaws:
ARTICLE IV. DIVISIONS.
Section 5. Units.
A. Application for Charter. A group with a minimum of five NAP members may apply for an NAP charter.

Proposed Amendment:
Substitute the following for Article IV, Section 5, Paragraph A:
“A. Application and Eligibility for Charter. To apply and be eligible for an NAP unit charter, a group must have and must maintain at all times a minimum of five NAP members enrolled as primary members of the unit or prospective unit. During the formation of a new unit, any change in the designation of NAP members’ primary membership shall take effect upon NAP’s issuance of a charter to the unit.”

<table>
<thead>
<tr>
<th>CURRENT READING</th>
<th>AMEND</th>
<th>WILL READ</th>
</tr>
</thead>
<tbody>
<tr>
<td>A. Application for Charter. A group with a minimum of five NAP members may apply for an NAP charter.</td>
<td>A. Application for Charter. A group with a minimum of five NAP members may apply for an NAP charter. Application and Eligibility for Charter. To apply and be eligible for an NAP unit charter, a group must have and must maintain at all times a minimum of five NAP members enrolled as primary members of the unit or prospective unit. During the formation of a new unit, any change in the designation of NAP members’ primary membership shall take effect upon NAP’s issuance of a charter to the unit.</td>
<td>A. Application and Eligibility for Charter. To apply and be eligible for an NAP unit charter, a group must have and must maintain at all times a minimum of five NAP members enrolled as primary members of the unit or prospective unit. During the formation of a new unit, any change in the designation of NAP members’ primary membership shall take effect upon NAP’s issuance of a charter to the unit.</td>
</tr>
</tbody>
</table>

Submitted by: National Association of Parliamentarians Board of Directors

Rationale: The current policy does not motivate new membership in NAP since a new unit could exist solely of existing NAP members who are already primary members of a different unit and would be counted towards the minimum membership requirement of both units. By requiring each
unit to include at least five NAP members who have designated it as their primary unit, this amendment encourages the recruitment of new NAP members while still allowing existing NAP members to join in order to provide educational experience and institutional knowledge to the new unit. The amendment also clarifies that the required minimum membership for already chartered units, which is referred to in Section E (“Charter Revocation”), is the same as the initial requirement for the formation of a unit.

The second sentence of the amended paragraph specifies that members who are currently designated as primary members of a different unit can enroll in a new prospective unit without affecting their existing membership status during the charter application process.

The NAP Board of Directors recommends that NAP adopt this amendment at the 2019 NAP Biennial Convention.