

NATIONAL ASSOCIATION OF PARLIAMENTARIANS®
Minutes of the Regular Meeting
Board of Directors
November 13, 2018

Call to Order:

President Jim Jones, PRP, called the regular meeting of the NAP Board of Directors to order at 7:01 PM EST, on November 13, 2018. The meeting was held utilizing AdobeConnect.com.

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 Jim Stewart, PRP.
Jeff Weston, AdobeConnect technological support.

Guests Present:

Denisha McPherson, Bennyfer Bridgewater, J. Joseph, Y. Gray, N. Peace, C.S Jean, I. McDaniel, Z. West, Bridget Green, Jim Williams, Loretta Tillery, Diana Duncan, Roland Williams, Tanya Crockett, Jeannine Hunte, Lori Lukinik, Cindy Hinckley, Sadie Boles, Michelle Gay, Jodie Sanders, Jeanette Williams, William Lavezzi, Ramona Hill, Jeff Test, Carol Johnson Davis, Rosemary Seghatoleslami, Rob Robinson, Michael Peck, Greg Goodwiller, Don Freese, Maurice S. Henderson, Denise Irminger, Wanda Berry Joseph, and Junita Carn.

Election of Secretary Pro Tem:

As Secretary Connelly's AdobeConnection was intermittent, Alison Wallis was elected secretary pro tem for the board meeting without objection.

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 September 5-6, 2018 and the special meeting of September 9, 2018 were approved by the committee. Chairman Martin stated that there was an error in the minutes of September 5-6, 2018, where Director Roger Hanshaw was identified as the District 5 Director when he is actually the District 2 Director. It was moved to amend those minutes by striking "5" and inserting "2." The motion was adopted without objection.

Reports of Officers - The following members had additions to their written reports:

Director at Large Ann Rempel reported a replacement for staff member for Courtney Emery has been hired, and will start on November 26, 2018. Staff member Stefanie Luttrell has resigned, and her last day will be November 16, 2018.

District 5 Director Larry Martin reported that he took Stefanie out to lunch that day to show the board's appreciation.

Director at Large Joyce Brown Watkins noted that there was no line item for New Business on the present agenda. It was moved that New Business be added, and it was adopted without objection.

Report of Personnel Committee:

Chairman Ann Rempel again noted the resignation of staff member Stefanie Luttrell, and the following motion was moved and adopted: "That the Board demonstrates its appreciation of Ms. Luttrell by giving her a gift of \$1500.00 and that a resolution be sent."
President Jones directed the treasurer to send the payment to Ms. Luttrell along with a copy of the resolution.

It was moved and adopted without objection that the resolution sent to Ms. Luttrell be published in the *National Parliamentarian*, and President Jones directed the secretary to send the resolution to the NP editor.

Report of the Budget Committee:

Treasurer Sims gave the Budget Committee Report. The following motions were moved:

1. To amend the NAP Operational Policies and Procedures Manual Chapter 3- Financial Administration, Section 3.3 paragraph 3.3.01, subparagraphs A (1) and A (2) by striking \$400 and inserting \$500. The motion was adopted by a vote of 6 Yes, 0 No.
2. To amend the NAP Operational Policies and Procedures Manual Chapter 3- Financial Administration, Section 3.3 paragraph 3.3.01, subparagraph B (1) Per Diem Rate, by striking \$90 and inserting \$100. The motion was adopted by a vote of 6 Yes, 0 No.

Treasurer Sims presented the proposed 2019 Operating Budget. The motion was adopted by a vote of 6 Yes, 0 No. See Attachment A for adopted budget.

Report of Auditor:

Treasurer Sims gave the report of the Auditor. The auditors from Keller & Williams audited the books and gave a good first report, but noted that they were not present to observe the inventory count. They will return in December to observe the inventory count, and a draft report will be expected shortly after that is done. The draft Audited Financial Report will be sent to each Board member.

Report of the Executive Director:

Executive Director Cyndy Launchbaugh reported that as of November 1, 2018, NAP had 3651 members. By comparison, on November 1, 2017 NAP had 3413 members and on November 1, 2016, NAP had 3323 members. The current number is the highest total since 2011. Executive Director Launchbaugh noted that there have been 601 new members since January 1, 2018.

E.D Launchbaugh reported that the repair of the parking lot is completed with no major maintenance required. She also noted that the online membership manual is available through the store. The paper version is also available and is updated through March 2018, and includes an addendum that goes to September 2018.

New Business:

A resolution regarding the Professional Development Committee hosting a Professional Qualifying Course in New York City was moved (see Attachment B). The President ruled the resolution out of order, stating it was not within the Board of Directors' authority to direct the PDC to arrange such a course, and the President's decision was appealed from. The decision of the chair was not sustained, and the resolution was considered. The resolution was adopted by a majority vote.

Action Items:

The following committee appointments were approved without objection: Diane Brush (PA) – Communications, Kyle McMillan (AB) – Communications, Mike Peck (AZ) – Educational Resources, Rebecca Rutz (AL) - Educational Resources, Steven Walls (VA) – Educational Resources, Helene Goldsmith (NY) – Edit and Review, Deadra Stokes (IL) – Membership Examiners, Judith Reynolds (IL) – Membership Examiners, Tony Gray (TX) – Technology, Beverly Tatum (NY) – Technology, John Tatum (MD) – Technology, Henry Lawton (OK) – Technology, Allora Cyrus (MD)– Youth Services, Russell Guthrie (OK) – ERC chairman, and Mary Remson (OH) PDC chairman. The following resignation was accepted: Mike Peck (AZ) – PDC.

Announcements:

The next regular meeting is scheduled for February 12, 2019 at 7:00 PM.
A Doodle Poll will be taken soon to fix the date of the Spring Board meeting.

Executive Session:

Without objection, the board moved into executive session at 9:01 PM, with E.D. Launchbaugh, Parliamentarian Jim Stewart, PRP, and AdobeConnect Technician Jeff Weston permitted to attend without objection.

Rise out of Executive Session:

The meeting rose out of executive session at 9:28 PM.

Adjournment: The meeting adjourned at 9:29 PM.

Kevin Connelly, PRP
NAP Secretary

Chair Larry Martin, PRP

Date Approved

Alison Wallis, PRP

Date Approved

Joyce Brown Watkins, PRP

Date Approved

NAP 2019 PROPOSED OPERATING BUDGET

INCOME	Approved 2018 (NTC)	As of 11/5	Projected	Proposed
	Dec '17 - Nov '18	Dec '17 - Nov '18	Dec '17 - Nov '18	Dec '18 -
3105 · DUES ANNUAL	\$302,462	\$221,328	\$266,247	\$321,852
3110 · DUES NEW & REINSTATED		\$31,865	\$32,343	
Sub-Total	\$302,462	\$253,193	\$298,590	\$321,852
3205 · GROSS SALES	\$90,000	\$113,331	\$115,000	\$100,000
Sub-Total	\$90,000	\$113,331	\$115,000	\$100,000
3305 · REGISTRATION EXAM INCOME	\$15,000	\$29,575	\$30,000	\$22,000
3310 · PQ COURSE INCOME	\$8,400	\$15,050	\$16,000	\$10,000
3315 · NTC INCOME	\$0	\$0	\$0	\$0
3320 · LEADERSHIP CONF INCOME	\$3,000	\$1,620	\$1,620	\$0
3325 · CONVENTION INCOME	\$0	\$30	\$0	\$0
3328 · DISTRICT CONFERENCES	\$0	\$0	\$0	\$0
3330 · UW-ISC INCOME	\$7,500	\$16,010	\$16,010	\$12,000
3340 · WEB BASED TRAINING INC	\$7,000	\$16,765	\$16,765	\$15,000
3350 · PRC COURSE INCOME	\$8,000	\$5,415	\$5,415	\$7,250
Sub-Total	\$48,900	\$84,465	\$85,810	\$66,250
3405 · SALES POST/HANDLNG INCOME	\$12,600	\$14,898	\$16,100	\$14,000
3410 · INVESTMENT INCOME	\$0	\$0	\$0	\$0
3415 · GRANTS & CONTRIBUTIONS	\$4,500	\$5,759	\$5,759	\$5,000
3420 · MISCELLANEOUS INCOME	\$5,500	\$8,070	\$8,070	\$11,000
Sub-Total	\$22,600	\$28,727	\$29,929	\$30,000
TOTAL INCOME	\$463,962	\$479,716	\$529,329	\$518,102

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NAP 2019 PROPOSED OPERATING BUDGET

EXPENSES	Proposed 2018 (NTC)	As of 11/5	Proj	Propose
	Dec '17 - Nov '18	Dec '17 - Nov '18	Dec '17	Dec '18
4005 · PRESIDENT	\$5,000	\$2,483	\$5,000	\$5,000
4020 · BOARD MEMBERS	\$0	\$0	\$0	\$0
4045 · BOARD OF DIRECTORS	\$15,000	\$13,706	\$15,000	\$17,500
4050 · OFFICER/REP TRAVEL	\$10,000	\$3,909	\$7,500	\$7,500
Sub-Total	\$30,000	\$20,098	\$27,500	\$30,000
4105 · COMMITTEE DESK EXPENSE	\$300	\$706	\$850	\$1,000
4145 · COMMITTEE MEETINGS	\$12,125	\$7,184	\$10,000	\$19,000
4150 · EVENT FACILITY SELECT	\$3,000	\$2,061	\$2,061	\$3,000
4160 · DISTRICT CONFERENCES	\$0	\$0	\$0	\$0
4165 · DISTRICT DIRECTOR TRAVEL	\$12,000	\$1,692	\$5,000	\$12,000
Sub-Total	\$27,425	\$11,643	\$17,911	\$35,000
4205 · NP PRINTING	\$17,000	\$14,207	\$17,000	\$18,000
4210 · NP MAILING	\$14,000	\$11,732	\$14,000	\$15,000
4215 · EDITOR - NP	\$150	\$0	\$0	\$150
4220 · COST OF MATERIALS SOLD	\$47,000	\$57,027	\$59,800	\$52,000
4225 · COST NON-INVENTORY ITEMS	\$300	\$975	\$850	\$500
4230 · INVENTORY ADJUSTMENT	\$750	\$873	\$1,000	\$750
4235 · SALES POST/HAND'L COST	\$16,200	\$15,689	\$16,100	\$13,000
Sub-Total	\$95,400	\$100,503	\$108,750	\$99,400
4305 · REGISTRATION EXAM COST	\$1,200	\$1,085	\$1,500	\$1,200
4310 · PQ COURSE COST	\$7,500	\$4,359	\$7,500	\$7,200
4315 · NTC COST	\$0	\$0	\$0	\$0
4320 · LEADERSHIP CONF COST	\$1,500	\$967	\$1,500	\$0
4325 · CONVENTION COST	\$0	\$0	\$0	\$0
4340 · WEB BASED TRAINING COST	\$8,600	\$6,011	\$7,000	\$7,000
4345 · PRC COURSE COST	\$5,200	\$0	\$0	\$2,000
Sub-Total	\$24,000	\$12,422	\$17,500	\$17,400
4405 · PAYROLL EXPENSES	\$217,000	\$158,961	\$185,000	\$233,500
4410 · UTILITIES	\$6,500	\$5,951	\$6,700	\$6,800
4415 · BUILDING MAINTENANCE	\$6,000	\$5,274	\$11,500	\$10,000
4420 · TELEPHONE	\$4,500	\$4,352	\$5,222	\$4,500
4425 · SUPPLIES	\$3,000	\$3,283	\$3,350	\$3,500
4430 · EQUIPMENT MAINTENANCE	\$3,000	\$3,963	\$4,000	\$3,700
4435 · STAFF TRAVEL/MILEAGE	\$5,200	\$5,588	\$5,500	\$5,200
4438 · STAFF TRAINING	\$1,500	\$684	\$1,200	\$1,500
4440 · MEMBERSHIP MANUAL	\$0	\$0	\$0	\$0
4445 · INFORMATION TECH SVRCS	\$13,500	\$14,662	\$14,750	\$16,000
4455 · POSTAGE/FREIGHT	\$5,250	\$4,546	\$5,000	\$5,100
4460 · HQ CAPITAL EQUIPMENT	\$2,500	\$2,590	\$2,600	\$4,000
4465 · BANK/CREDIT CARD CHARGES	\$12,100	\$14,509	\$15,850	\$13,000
4470 · HQ MISCELLANEOUS EXPENSE	\$2,500	\$2,763	\$3,000	\$3,000

Sub-Total		\$282,550	\$227,126	\$263,672 \$309,800
4505 · PRINTING		\$4,500	\$3,684	\$4,500 \$4,000
4510 · LEGAL AND AUDIT		\$14,000	\$2,702	\$15,000 \$15,000
4515 · INSURANCE		\$5,000	\$3,839	\$5,000 \$5,000
4520 · MARKETING		\$6,500	\$9,001	\$9,277 \$7,000
4525 · YOUTH SPONSORSHIP		\$1,000	\$0	\$0 \$0
4530 · YOUTH LIAISON EXPENSE		\$2,500	\$518	\$518 \$2,500
4535 · YOUTH INTERN EXPENSE		\$0	\$0	\$0 \$5,700
4540 · YOUTH RECOGNITION COST		\$200	\$220	\$220 \$250
4550 · MISCELLANEOUS EXPENSE		\$1,000	\$2,081	\$2,081 \$1,500
Sub-Total		\$34,700	\$22,045	\$36,596 \$40,950
TOTAL EXPENSES		\$494,075	\$393,837	\$471,929 \$532,55
Surplus/Deficit		\$30,113	\$85,879	\$57,400 \$14,448

Attachment B

Resolution

Whereas, the NAP Board of Directors has full power and authority of the affairs of NAP between conventions except as otherwise provided in the bylaws, and the Professional Development Committee prepares and administers professional qualifying courses; and, *Whereas*, the Professional Development Committee was requested to hold Professional Qualifying Courses, in the Brooklyn, New York area during the weekend of December 15-16, 2018; and

Whereas, the Professional Development Committee rejected this proposal with minimally stated reasons; and

Whereas, the NAP Board of Directors received a request to review the denial of the Professional Qualifying Courses to be held in the Brooklyn New York area during the weekend of December 15-16, 2018; and

Whereas, The Board received first-hand information from two of the registered parliamentarians requesting the Professional Qualifying Courses in December with their rationale which included information about personal and pre-scheduled advanced academic commitments making the date selection imperative; and

Whereas, The content of the Professional Qualifying Course would be the same as the course content successfully administered at two Professional Qualifying Courses held in Buffalo, New York, in September 2018; and

Whereas, The New York members have obtained affordable site and other needs, there are numerous qualified instructors available, and the proposed budget reflects a \$3000 surplus in addition to gaining 18 new Professional Registered Parliamentarians; and therefore, BE IT RESOLVED, that the Professional Development Committee prepare and administer one or more Professional Qualifying Courses in the area of Brooklyn, New York on December 15-16, 2018.