

NATIONAL ASSOCIATION OF PARLIAMENTARIANS®
Minutes of the Regular Meeting – Session One
Board of Directors
March 6, 2020

Call to Order:

President Darlene Allen, PRP, called the regular meeting of the NAP Board of Directors to order at 8:30 AM, CST Friday, March 6, 2020. The meeting was held at the Drury Inn & Suites KCI in Kansas City, MO.

Welcome:

The president welcomed the board and guests and thanked them for attending.

Board Members Present:

President Darlene Allen, PRP; Vice President Wanda Sims, PRP; Secretary Kevin Connelly, PRP; Treasurer Carrie Dickson, PRP; Director-at-Large Joyce Brown-Watkins, PRP; Director-at-Large Adam Hathaway, PRP; Director-at-Large Carl Nohr, PRP; District Four Director Robert Schuck, RP, and District Five Director Larry Martin, PRP.

Advisers Present:

NAP Executive Director Cyndy Launchbaugh,
NAP Parliamentarian Tim Wynn, PRP.
David Whitaker, PRP, Assistant to the NAP President
Tamara Harris, PRP, Assistant to the NAP President

Quorum:

A quorum was established with all nine 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 January 14, 2020, the Executive Session of January 14, 2020, and the special meeting of February 13, 2020 were approved and posted to the website.

Approval of Headquarters Leak Repair Expense:

It was moved that the Board approve the cost of the repair of the Headquarters leak damage at a cost not to exceed \$5000. The motion was adopted without objection.

Presentation from Effective Data Management:

Wes Trochlil from Effective Data Management presented, via the Zoom conferencing platform, its proposal for consulting services.

Report of Executive Director:

Executive Director Cyndy Launchbaugh reported that she has had poor communication with the Sandia Resort, the proposed site of the 2022 NAP Training Conference, and recommended using the Hotel Albuquerque instead.

It was moved that the motion approving the hotel site be amended by striking “Sandia Resort” and inserting “Hotel Albuquerque.” The motion was adopted without objection.

Recess: The meeting recessed at 10:00 AM

Reconvene: The meeting reconvened at 10:20 AM.

Presentation of the Audit Report:

Rich Bili from Keller & Owens presented the proposed audit report. The tax return for the fiscal year of December 1, 2017 to November 30, 2018 has been completed, and the tax return for the fiscal year of December 1, 2018 to November 30, 2019 should be filed in late July 2020 or early August 2020.

There was informal discussion of the audit report and it was moved that the board approve the audit report for the period of December 1, 2017 to November 30, 2018. The motion was adopted without objection.

Recess: The meeting recessed at 10:57 AM

Reconvene: The meeting reconvened at 11:00 AM.

Presentation of Financial Advisor:

Andrea McMillin, financial advisor from Edward Jones, presented a report of NAP’s investment profile and answered questions from the board members about NAP’s investment options.

Recess: The meeting recessed at 12:00 PM.

Reconvene: The meeting reconvened at 1:30 PM.

Presentation from Delcor:

Loretta DeLuca from Delcor presented, via the Zoom conferencing platform, its proposal for consulting services.

Recess: The meeting recessed at 2:00 PM to tour the NAP headquarters, to convene in Executive Session at 6:43 PM.

Rise from Executive Session and Adjournment: The meeting rose from executive session at 7:36 PM and adjourned at 7:37 PM.

NATIONAL ASSOCIATION OF PARLIAMENTARIANS®
Minutes of the Regular Meeting – Session Two
Board of Directors
March 7, 2020

Call to Order:

President Darlene Allen, PRP, reconvened the regular meeting of the NAP Board of Directors to order at 8:30 AM, CST Saturday, March 7, 2020. The meeting was held at the Drury Inn & Suites KCI in Kansas City, MO.

Board Members Present:

President Darlene Allen, PRP; Vice President Wanda Sims, PRP; Secretary Kevin Connelly, PRP; Treasurer Carrie Dickson, PRP; Director-at-Large Joyce Brown-Watkins, PRP; Director-at-Large Adam Hathaway, PRP; Director-at-Large Carl Nohr, PRP; District Four Director Robert Schuck, RP, and District Five Director Larry Martin, PRP.

Advisers Present:

NAP Executive Director Cyndy Launchbaugh,
NAP Parliamentarian Tim Wynn, PRP.
David Whitaker, PRP, Assistant to the NAP President
Tamara Harris, PRP, Assistant to the NAP President

Presentation of Financial Report:

NAP Treasurer Carrie Dickson gave the current Financial Report.

It was moved that the Board approve the deposit of the following funds with Edward Jones:

1. \$137,000 into a short-term money market account;
2. \$150,000 into a money market mutual fund; and
3. \$100,000 into our long-term investment portfolio.

The motion was adopted without objection.

Treasurer Dickson reviewed the Board expense report form with the members, explaining its use in reporting members' expenses for reimbursement.

Recess: The meeting recessed at 10:03 AM

Reconvene: The meeting reconvened at 10:15 AM.

Report of the District Directors:

NAP Vice President and MERC Chairman Wanda Sims reported that the District Directors Procedures Manual has been updated.

District 4 Director Robert Schuck reported that he had a newsletter editor to assist him in providing a newsletter to the district’s members, and that he was looking forward to assisting the membership.

There was concern with what was referred to as “tired” associations and units recycling members and leaders.

Report of the Communications Committee:

Adam Hathaway reported that he was the board liaison to the Communications Committee and now has recently stepped in as its chairman.

Report of the Membership & Registration Examiners Committee (MREC):

President Allen reported that the committee needs a new chairman and that she has been acting as the de facto chairman. President Allen gave a PowerPoint presentation outlining the role and operations of the committee, stressing the following points:

1. Each committee member sends out their own letters to the examinee notifying them of the results.
2. The two committee leaders do not grade exams.

President Allen appointed Larry Martin as temporary chairman of the MREC.

Report of the Membership Extension and Retention Committee (MERC):

NAP Vice President and MERC Chairman Wanda Sims reported that the District Directors each get a list of new members in their district to contact and welcome.

They are striving to create a “Circle of Excellence,” a listing of things that a unit should be doing.

Report of the 2020 NAP Training Conference:

Dave Whitaker reported that the committee was working on a special section highlighting and promoting the Training Conference for the next issue of the *National Parliamentarian*.

Report of the Pricing Committee:

Pricing Committee Chairman Joyce Brown-Watkins reported that the committee has come up with a 90th Anniversary Pin design to make available for sale to the members.

Recess: The meeting recessed at 12:00 PM

Reconvene: The meeting reconvened at 1:21 PM.

Report on the Leadership Conference:

Dave Whitaker gave a report on the 2020 NAP Leadership Conference preceding the NAP Training Conference.

Consideration of Recent Issues:

Policies and Procedures Chairman presented a list of recent issues that have arisen in regard to current wording in the NAP Operational Policies and Procedures Manual (NAPOPP).

It was moved that Adam Hathaway and Kevin Connelly be appointed to a sub-committee to review the “Find a Parliamentarian” in regards to the NAPOPP, to report at the July 14, 2020 meeting. The motion was adopted without objection.

It was moved that Carl Nohr and Wanda Sims be appointed to a sub-committee to review the use of additional credentials for reverence and verifiability in reference to the NAPOPP. The motion was adopted without objection.

The following members were appointed to examine other wording in the NAPOPP:

Carrie Dickson and Carl Nohr to examine the policy on the “Past Presidents Luncheon.”

Robert Schuck and Larry Martin to examine the Professional Standards policy regarding the length of time allowed to file a complaint.

Joyce Brown-Watkins and Darlene Allen to examine the policy on accommodating people with disabilities while they are taking NAP exams.

Discussion of Website Policy:

Executive Director Cyndy Launchbaugh reported that Website Committee Chairman Kirby Glad was focusing on the referral policy and the bookstore, and offered to use his company’s services to operate it. The Board decided that the committee should work with the Communications Committee to explore other options.

Scheduling of Upcoming Webinars:

The Board discussed topics and presenters for upcoming webinars.

Adam Hathaway will present a webinar entitled “Will Your Organization Be Here in Ten Years?” in March 2020.

Webinars centered around Parliamentary Law Month will be presented in April 2020. Webinars focusing on financial issues like filing the 990N Postcard and EIN issues will be presented in May 2020.

NAPOPP motions resulting from assignment of current issues to Board

Members:

The Board considered the following motions arising from the previous discussion of

current issues in regards to the NAPOPP:

1. That NAPOPP Section 5.1.13 shall be amended by striking out “six” and inserting “nine.” The motion was adopted without objection.
2. That 8.1.05 C (1) of the NAPOPP shall be amended by striking “NAP Past Presidents shall be the honored guests of NAP at an event held in conjunction with the biennial convention” and inserting in its place “NAP Past Presidents shall be honored at the biennial convention.” The motion was postponed.
3. That Section 4.2 of the NAPOPP shall be amended by striking “NAP members and committee members shall be listed with NAP credentials in NAP publications. AIP credentials and other credentials may be listed in author or presenter bios in the NP, NAPTC program book, and the NAP biennial convention program book” and inserting in its place “NAP members shall only be listed with NAP and AIP credentials on NAP materials and products.” The motion was adopted without objection.
4. That CHAPTER 6 – ETHICS COMMITTEE be amended by striking out ETHICS COMMITTEE and inserting PROFESSIONAL STANDARDS COMMITTEE. The motion was adopted with objection.
5. That Section 6.1.02 be amended by striking out ETHICS COMMITTEE and inserting PROFESSIONAL STANDARDS COMMITTEE. The motion was adopted with objection.
6. That Section 6 be amended by adding “6.1.04 Complaints must be submitted within one hundred twenty (120) days of the alleged violation.” The motion was adopted with objection.
7. That the NAPOPP be amended by striking out “Ethics Committee” and inserting “Professional Standards Committee” in all cases where it appears. The motion was adopted with objection.
8. That the NAPOPP be amended by striking out “ethics” in all cases where it appears. The motion was adopted with objection.

Adjournment:

The meeting adjourned at 5:36 PM.

NATIONAL ASSOCIATION OF PARLIAMENTARIANS®
Minutes of the Regular Meeting – Session Three
Board of Directors
March 8, 2020

Call to Order:

President Darlene Allen, PRP, reconvened the regular meeting of the NAP Board of Directors to order at 8:30 AM, CDT Sunday, March 8, 2020. The meeting was held at the Drury Inn & Suites KCI in Kansas City, MO.

Board Members Present:

President Darlene Allen, PRP; Vice President Wanda Sims, PRP; Secretary Kevin Connelly, PRP; Treasurer Carrie Dickson, PRP; Director-at-Large Joyce Brown-Watkins, PRP; Director-at-Large Adam Hathaway, PRP; Director-at-Large Carl Nohr, PRP; District Four Director Robert Schuck, RP, and District Five Director Larry Martin, PRP.

Advisers Present:

NAP Executive Director Cyndy Launchbaugh,
NAP Parliamentarian Tim Wynn, PRP.
David Whitaker, PRP, Assistant to the NAP President
Tamara Harris, PRP, Assistant to the NAP President

Resignations:

President Allen announced that Greg Goodwiller has submitted his resignation from the Commission on Credentialing. The Board accepted his resignation without objection. President Allen announced that Robin Walthour has submitted her resignation from the Bylaws Committee. The Board accepted her resignation without objection.

Appointments:

President Allen made the following appointments:

Latisha Corey to the Strategic Partnership Committee.
Carla Patrick to the Webinar and Meeting Support Committee.
Larry Martin as Chairman of the Membership & Registration Examiners Committee.

The Board of Directors approved the appointments without objection.

Nomination and Election of Member to the Commission on Credentialing:

Susan Eads Role was nominated for election to the Commission on Credentialing, and was elected by acclamation.

Approval of Contract with Effective Database Management:

It was moved that Effective Database Management be hired to assist with the selection of an association management system in accordance with its submitted proposal. The Minutes of the NAP Board of Directors regular – Approved
Kansas City, MO

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motion was adopted without objection.

Approval of Contract Option with Effective Database Management:

It was moved that the Board Approve Option 3 of Effective Database Management's proposal, total cost not to exceed \$25,000:

Option #3: Complete system selection support

- I will interview your staff to identify your current *and future* data management needs for both back-office and web functionality.
- I will create a checklist of required data management system functionality, which will be reviewed by staff, and then further refined. This will be the final needs analysis.
- I will provide an RFP template for you to convert the needs analysis into an RFP.
- Based on your needs and budget, I will identify up to five data management software packages and vendors that meet your needs.
- Using the needs analysis, I will develop an RFP to be used by your organization to solicit proposals and quotes from selected vendors.
- I will track and score responses to the RFP and provide an executive summary of all proposals, including my recommendations for who you should invite to demonstrations.
- I will be responsible for coordinating and attending vendor demos remotely.
- I will assist with final selection of your new data management system.
- I will assist with contract negotiations.
- I will be available to answer questions from designated staff throughout the duration of the project.

The motion was adopted without objection.

Revocation of the Charter of the San Diego Unit:

By a ballot vote of 8 Yes and 1 No, the Board revoked the charter of the San Diego Unit.

Without objection, a motion to destroy the ballots was adopted.

Revocation of the Charter of the Golden Gavel Unit:

By a ballot vote of 9 Yes and 0 No, the Board revoked the charter of the Golden Gavel Unit.

Without objection, a motion to destroy the ballots was adopted.

Announcements:

The next scheduled meeting of the Board of Directors is on May 12, 2020 via AdobeConnect.

Adjournment:

With no further business to come before the Board, the meeting adjourned at 9:48 AM.

Kevin Connelly, PRP
NAP Secretary

Chair Larry Martin, PRP

Date Approved

Joyce Brown Watkins PRP

Date Approved

Adam Hathaway, PRP

Date Approved