# NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

**Minutes of the Special Meeting**

**Board of Directors**

**November 22, 2020**

**Call to Order:**

President Darlene Allen, PRP, called the special meeting of the NAP Board of Directors to order at 6:00 PM CST, on November 22, 2020. The meeting was held via Zoom Conferencing.

# Welcome:

The president welcomed the board members 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; District 4 Director Robert Schuck, RP; and District 5 Director Larry Martin, PRP.

**Advisers Present:**

NAP Executive Director Cyndy Launchbaugh.

NAP Parliamentarian Timothy Wynn, PRP.

Leah Nolan, Webinar and Meeting Support.

Carla Patrick, Webinar and Meeting Support

**Guests Present:**

Ann Rempel, Bob Williams, Cynthia Mayo, Darryl Blackwell, Dave Whitaker, Diana Duncan, Elizabeth Alleyne Hooks, Ericka Shoulas, Feriel Bishop, Francis Bush, Freddie Colston, Greg Russell, Janice Murray, Jeanette Steward, Jeanette Williams, Jeannine Hunte, Karen Williams, Kip Jackson, Linda Smallwood, Loretta Tillery, Margaret Smith Perkins, Mary Grant, Michael Vernon, Nancy Terpening, Nkenge Gilliam, Olive Taylor, Patricia Cauley, Pleshette Shelton, Regina Williams, Renee Belton, Robert Robinson, Rosalie Stroman, Sandy Baker, Sharon Wells, Steven Cook, Tamika Cannon, Theljewa Garrett. Tonda Ladson, and Winnie Brinkley.

**Adoption of Agenda:**

The proposed agenda was adopted as distributed.

**Approval of the Response to the Auditor’s Report:**

It was moved that the Board approve the proposed response to the Auditor’s recommendations in its report for the fiscal year ending November 30, 2019 (see attachment A). The motion was adopted without objection.

**Historic Area LeaguE (WHALE) Special Committee Resolution:**

The following resolution was moved on behalf of the WHALE Special Committee:

Resolved, that the National Association of Parliamentarians recognizes the birthplace of *Robert’s Rules of Order*, which is the First Baptist Church in New Bedford, Massachusetts, by inviting donations to support the restoration of the building by the Waterfront Historic Restoration League, and the creation of a Robert’s Exhibit therein.

The motion was adopted without objection.

**Report on American Institute of Parliamentarians (AIP) Resolution Concerning General Robert and the Renaming of Military Bases:**

Director-at-Large Adam Hathaway provided the wording of the AIP resolution in support of naming a United States military base after General Henry M. Robert, as well as a sample letter that members can use to express their opinion in favor of it being done.

**Announcements:**

The next scheduled Board of Directors meeting is scheduled for Tuesday, January 12, 2021.

**Adjournment:**

The meeting adjourned at 6:22 PM CST.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Kevin Connelly, PRP

NAP Secretary

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_­­­­­­­­­­\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Chair Larry Martin, PRP Date Approved

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Adam Hathaway, PRP Date Approved

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Joyce Brown-Watkins, PRP Date Approved

Attachment A:



November 23, 2020

Mr. Rich Bili

Assurance Services Partner

Keller & Owens, LLC

10955 Lowell Avenue, Suite 800

Overland Park, KS 62210

Dear Mr. Bili:

On behalf of the Board of Directors of the National Association of Parliamentarians

(NAP), thank you for conducting the Association’s audit for the period covering

December 1, 2018 thru November 30, 2019. We appreciate the professionalism of

the Keller-Owens audit team and the manner in which it conducted the audit.

The Board of Directors met Sunday, November 22, 2020, to review the draft Audit

Report along with the Comments and Recommendations on our internal control.

Attached is the Board’s responses to the Comments and Recommendations. Once

the final audit documents are completed, we would like to have 5 bound copies –

one for each officer and Management plus a copy for the NAP files. In addition, we

would like to have a digital file of the final audit to send to the Board members.

Please feel free to contact me or NAP Executive Director Cyndy Launchbaugh with

any additional comments or questions.

Sincerely,

Carrie Dickson, PRP

NAP Treasurer

Attachment

**The National Association of Parliamentarians**

Written Response to the significant deficiencies and material weakness identified in

the audit covering the period of December 1, 2018 thru November 30, 2019.

**Material Weakness** (material audit adjustments: material misstatements)

The material misstatements identified affecting NAP’s 2019 financial statement:

1. Account Reconciliations – A checklist of accounts has been created and the

Executive Director will provide reconciliation statements of the accounts to the

Treasurer for external review monthly beginning with the November financials.

**Significant Deficiencies**

The significant deficiencies identified affecting NAP’s 2019 financial statement:

1. Segregation of duties – we have reviewed the suggested segregation of duties

and as an initial step, we realigned staff duties. Both management and the

Board of Directors will continue to review financial transaction processes, and

brainstorm and implement potential mitigating controls to improve our internal

control. In addition, the Treasurer will review discounts, refunds and other

credits against revenue monthly.

2. Deferred Membership Dues – A new administrative management system has

been purchased and is being implemented with full transition to occur by

February 1, 2021.

3. Inventory Observation – A new inventory process has been implemented

immediately identifying the employee who will count inventory and requiring a

second count to be performed by a Board member or other volunteer and will

include the opening of inventory packages to ensure all inventory matches the

classification in the inventory system.

In summary, we have reviewed and modified our internal control processes and

procedures to ensure that we are taking the right steps to correct and eliminate the

material misstatements identified as a material weakness and to address the significant

deficiencies.