



BOARD OF DIRECTORS MEETING

January 25, 2015

Attending: Evan Lemoine, Jeffrey Cox, Marie Wilson, Kendra O'Toole

A regular Board of Directors meeting was called to order at 8:00 PM by President Evan Lemoine, with Marie Wilson recording.

A quorum was established.

The **agenda was adopted** without objection.

The **minutes of the meeting of August 22, 2014** meeting were approved as circulated.

President Lemoine reported on the apparent **dissolution of the Thomas B. Reed Unit** (Maine) due to the loss of members.

President Lemoine reported that he has **assigned the treasurer's duties**, beginning in February, to himself, while Jeff Cox is assigned in Europe for work.

President Lemoine reported that the **bylaws committee will be chaired by Marie Wilson**, with Michael Malamut, the NEAP parliamentarian, as an advisor. Daniel Fitzpatrick and Bill Gillmeister will also continue serving.

The **program committee will be chaired by Kendra O'Toole** while Jeff Cox is in Europe.

There were no reports from the officers

Reports of Committees:

The **Education Committee is concerned that we have not held our first webinar** although we have voted to buy into the Adobe Connect service held by NAP.

The Audit Committee has work that needs to be done.

The Nominating Committee has identified candidates.

The **2015 Budget was adopted** as presented without objection.

A motion (Wilson) to hold the **Annual Meeting and District Conference May 29-31, 2015 in conjunction with the district conference**, was adopted without objection. We probably can expect 30-35 attendees. A strategic planning session will be held on the last day.

A motion (Wilson) that NEAP support an amendment to the bylaws to limit the ability of NAP board members to serve on the boards of other national parliamentary organizations was adopted by general consent. (See the next page for final text.)

A motion (Lemoine) that NEAP support an amendment to the bylaws to change the biennial convention to an annual meeting was adopted without objection. (See the last page for final text.)

A motion (Wilson) to seek support from the New York Association of Parliamentarians was adopted without objection.

The meeting adjourned at 9:03 PM

PROPOSED BYLAW AMENDMENT

1. AMENDMENT # : SERVICE ON BOARD OF DIRECTORS

Article VII, NAP Board of Directors, Section 1, Composition.

Amend by adding “No member of the NAP Board of Directors shall serve concurrently on the board of directors of any other national parliamentary organization.”

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
<p>Section 1. Composition. The members of the NAP Board of Directors shall be the president, vice-president, secretary, treasurer, three directors-at-large, and two district directors elected by and from among the eight district directors for the incoming biennium.</p>	<p>Section 1. Composition. The members of the NAP Board of Directors shall be the president, vice-president, secretary, treasurer, three directors-at-large, and two district directors elected by and from among the eight district directors for the incoming biennium. <u>No member of the NAP Board of Directors shall serve concurrently on the board of directors of any other national parliamentary organization.</u></p>	<p>Section 1. Composition. The members of the NAP Board of Directors shall be the president, vice-president, secretary, treasurer, three directors-at-large, and two district directors elected by and from among the eight district directors for the incoming biennium. No member of the NAP Board of Directors shall serve concurrently on the board of directors of any other national parliamentary organization.</p>

Proposed by: New England Association of Parliamentarians

Rationale: Members of the Board of Directors have a fiduciary responsibility to NAP. One component of this responsibility is the duty of loyalty to NAP. That duty requires that the director maintain confidential information and forego personal or professional interests or the interests of any other organization. NAP must come first in the directors’ loyalties. Service on the Board of Directors of other national parliamentary organizations creates a direct conflict with similar programs and fund-raising objectives.

PROPOSED BYLAW AMENDMENT

1. AMENDMENT #_: CHANGE TO BIENNIAL MEMBERSHIP MEETING

Article VI, Meetings, Section 2, Conventions

Amend by substitution “Section 2. Membership Meeting in Odd-Numbered Years. A membership meeting shall be held in August, September, or October of each odd-numbered year at a place, date, and time determined by the NAP Board of Directors for the purpose of electing officers, receiving reports, and transacting such other business as shall properly come before it. The call to membership meeting in each odd-numbered year, giving notice of the place, date, and time of the meeting, shall be published in the *National Parliamentarian*® and sent by January 1 of the meeting year. The quorum for the membership meeting shall be 50 members.”

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
<p>Section 2. Conventions. A convention shall be held in August, September, or October of each odd-numbered year at a place, date, and time determined by the NAP Board of Directors for the purpose of electing officers, receiving reports, and transacting such other business as shall properly come before it.</p> <p>A. Call to Convention. The call to convention, giving notice of the place, date, and time of the convention, shall be published in the <i>National Parliamentarian</i>® and sent by July 1 of the convention year.</p> <p>B. Voting Body. The voting body of the convention shall be comprised of the following NAP members who are delegates registered as in attendance and who have paid the appropriate registration fee:</p> <ol style="list-style-type: none"> 1. members of the NAP Board of Directors; 2. district directors; 2. editor of the <i>National Parliamentarian</i>®; 3. standing committee chairmen; 4. NAP past presidents; 5. delegates representing each association selected as provided in 	<p>Section 2. Membership Meeting in Odd-Numbered Years. A membership meeting shall be held in August, September, or October of each odd-numbered year at a place, date, and time determined by the NAP Board of Directors for the purpose of electing officers, receiving reports, and transacting such other business as shall properly come before it. The call to membership meeting in each odd-numbered year, giving notice of the place, date, and time of the meeting, shall be published in the <i>National Parliamentarian</i>® and sent by January 1 of the meeting year. The quorum for the membership meeting shall be 50 members.</p>	<p>Section 2. Membership Meeting in Odd-Numbered Years. A membership meeting shall be held in August, September, or October of each odd-numbered year at a place, date, and time determined by the NAP Board of Directors for the purpose of electing officers, receiving reports, and transacting such other business as shall properly come before it. The call to membership meeting in each odd-numbered year, giving notice of the place, date, and time of the meeting, shall be published in the <i>National Parliamentarian</i>® and sent by January 1 of the meeting year. The quorum for the membership meeting shall be 50 members.</p>

<p>the association bylaws as follows:</p> <ul style="list-style-type: none"> a) six delegates; and b) one additional delegate for up to the first five primary members-at-large for the association and an additional delegate for each additional five primary members-at-large or major fraction thereof for the association as of March 1 of the convention year; <p>6. delegates representing each unchartered state or province, selected by the chairman, the number of whom depends on the number of qualifying members as follows (a “qualifying member” being defined as a member-at-large whose principal residence is in the state or province and who is not a primary member of any association as of March 1 of the convention year):</p> <ul style="list-style-type: none"> a) the chairman; b) one additional delegate for up to the first five qualifying members; and c) one additional delegate for each additional five qualifying members or major fraction thereof; <p>7. delegates representing each unit, selected as</p>		
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<p>provided in the unit bylaws, based on the primary membership as of March 1 of the convention year, as follows:</p> <ul style="list-style-type: none"> a) one delegate for the first five primary members of the unit; and b) one additional delegate for each additional five primary members or major fraction thereof; <p>8. one delegate from each club who shall be a member of NAP, selected as provided in the club bylaws; and</p> <p>9. one delegate from each youth group, selected as provided in the youth group bylaws.</p> <p>C. Eligibility to Serve as Delegate. Associations and unchartered states, provinces, or countries may select any member-at-large of NAP or any member-at-large of any association to serve as a delegate or an alternate to whom they are entitled by Article VI, Section 2B6b, 2B7b or 2B7c. Associations, unchartered states, provinces, or countries, and units may select any NAP member to serve as a delegate or an alternate to which they are entitled by other provisions of this section.</p> <p>D. Quorum. The quorum at any meeting of any convention shall be a majority of the voting delegates who have been</p>		
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<p>registered with the credentials committee as in attendance, provided that at least one-third of the associations are represented.</p>		
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Proposed by: New England Association

Rationale: NAP is a membership-based association and all members who attend a national meeting should be eligible to vote. While NAP does grant a charter to units and associations to further promote the educational goals of NAP at a more local level, NAP’s membership is comprised of individuals, not associations and units.

Bylaws Committee Recommendation: [To be determined]

Conforming Amendment:

- In Article VI, Meetings, Section 1, Annual Meetings, amend by striking paragraphs A and B.
- In Article IV, Divisions, Section 8, Membership in Districts, Associations and Units, Subsection A, Definitions, Paragraph 1, amend by striking “are counted in the association or unit as of March 1 of the convention year for the purpose of determining the number of delegates to which the association or unit is entitled at NAP conventions” and insert “have designated their primary membership in accordance with Article IV, Section 8C.”
- In Article IV, Divisions, Section 8, Membership in Districts, Associations and Units, Subsection A, Definitions, Paragraph 2, amend by striking “and who are not counted for the purpose of determining the number of delegates to which the association or unit is entitled at NAP conventions.”
- In Article IV, Divisions, Section 8, Membership in Districts, Associations and Units, Subsection A, Definitions, Paragraph 5, amend by striking “Honorary members who are not NAP members shall not be counted for the purpose of determining the number of delegates to which an association or unit shall be entitled at NAP conventions.”
- In Article IV, Divisions, Section 8, Membership in Districts, Associations and Units, Subsection A, Definitions, Paragraph 7, amend by striking “and are not counted for the purpose of determining the number of delegates to which the association or unit is entitled at NAP conventions.”

Bylaws Committee Recommendation: [To be determined]

Conforming Amendment: None