

NATIONAL ASSOCIATION OF PARLIAMENTARIANS®
Minutes of the Regular Meeting – Session One
Board of Directors
May 24, 2018

Call to Order:

President James “Jim” Jones called the regular meeting of the NAP Board of Directors to order at 4:00 PM CDT, Thursday, May 24, 2018. The meeting was held in the La Condesa of the Hilton Palacio Del Rio in San Antonio, TX.

Welcome:

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

Board Members Present:

President Jim Jones, 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 James “Jim” Stewart, PRP.

Guests Present:

Ramona Hill, PRP; Sheryl Womble, PRP; Margaret Winn, PRP-R; and John Rempel, PRP.

Quorum:

A quorum was established with seven voting members being present.

Presentation on Strategic Communication:

President Jones introduced Ramona Hill, PRP, the NAP Education Cluster Chairman, who gave a presentation on strategic communication. The board members went into breakout groups to discuss what strategic communication is, the outcome of strategic planning, and how the outcomes can be made more relevant. The conclusions were then shared with the whole board and discussed further.

Recess: The board meeting recessed at 5:50 PM.

Reconvene: The meeting re-convened at 6:08 pm.

Correction of Minutes of Board meeting of May 8, 2018

Atul Kapur’s (ON), name was misspelled in the approved Board of Directors meeting minutes of May 8, 2018. Without objection, the board amended the previously adopted minutes to correct the misspelling.

President Jones noted that the minutes also indicated that Atul Kapur was appointed to the Membership & Retention Committee, but since the bylaws state that only District Directors are members of that committee, this action was null and void.

Committee Appointment:

Without objection, Atul Kapur was appointed to the Membership & Registration Examiners Committee.

Consideration of Action Item # 1: Appeal of the President’s ruling regarding member’s appeal of the decision of the Ethics Committee.

The president ruled that the board does not have the authority or jurisdiction to consider the appeal of the Ethics Committee’s decision regarding its findings in a complaint filed against a member (respondent). All of the board members, with the exception of Alison Wallis, received via email documents from the respondent supporting the appeal, but had been requested by President Jones not to review them until after the board decided to consider the appeal.

President Jones assumed an appeal from the chair’s decision, and without objection, the board referred the matter to the General Counsel, Helen McFadden. The secretary was instructed to notify the General Counsel of the respondent’s appeal and subsequent board action immediately so that she may respond in time for the board to consider her advice before the adjournment of the board meeting.

Consideration of Action Item # 2: The endorsement of the Missouri State Association of Parliamentarians’ proposed bylaws amendment to the NAP Bylaws Committee:

It was moved that the Board of Directors submit the following motion to the NAP Bylaws Committee, previously adopted by the Missouri State Association of Parliamentarians:

Move to amend NAP Bylaws, ARTICLE IV. DIVISIONS Section 2. Districts. A. District Conferences

2. Each district director shall send the written call of the district conference no fewer than forty-five and no more than sixty days before the district conferences.

Amend by Striking “~~forty-five and no more than sixty~~” and inserting “**sixty and no more than one-hundred eighty days**”.

CURRENT READING	AMEND	WILL READ
ARTICLE IV. DIVISIONS. Section 2. Districts. A. District Conferences. 2. Each district director shall send the written call of the district conference no fewer than forty-five and no more than sixty days before the district conference.	2. Each district director shall send the written call of the district conference no fewer than forty-five and no more than sixty sixty and no more than one-hundred eighty days before the district conference.	2. Each district director shall send the written call of the district conference no fewer than sixty and no more than one-hundred eighty days before the district conference.

Submitted by: Missouri State Association of Parliamentarians.

Rational: District directors need more time to create their district's conference locations and hotel reservation information. District attendees should receive information on the district conferences in sufficient time to make hotel and air reservations for the best rate. Sixty days is not sufficient time to get the best rate for air flights and should therefore be extended.

The motion was adopted, and the secretary was instructed to submit the proposal to the NAP bylaws committee on behalf of the Board of Directors.

Consideration of Action Item # 3: 2018 NAP Training Conference Committee's authorization to waive the registration fee for sponsored student members.

It was moved that the Board authorized the 2018 NAP Training Conference Committee to waive the registration fee for student members of NAP sponsored by a district, association, or unit. The motion was adopted, and the secretary will notify the district directors of this decision, who in turn may notify its associations and units.

Adjournment: The meeting adjourned at 7:24 pm to reconvene on Friday May 25, 2018 at 9 am.

NATIONAL ASSOCIATION OF PARLIAMENTARIANS®
Minutes of the Regular Meeting – Session Two
Board of Directors
May 25, 2018

Call to Order:

President Jim Jones reconvened the regular meeting of the NAP Board of Directors at 9:00 am on May 25, 2018 in the La Condesa of the Hilton Palacio Del Rio in San Antonio, TX.

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 James "Jim" Stewart, PRP.

Guests Present:

Ramona Hill, PRP; Jeff Weston, AdobeConnect technical support (via AdobeConnect); Loretta Tillery(via AdobeConnect); NAP Past President Leonard Young, PRP; NAP Past President Ron Stinson, PRP; Edward Moore, PRP; and Dennis Martino.

Report of Membership Services Cluster:

NAP Membership Services Cluster Chairman Loretta Tillery presented the report of the Membership Services Cluster, consisting of a PowerPoint presentation. She also presented the report of the Association Relations Subcommittee.

Recess: the meeting recessed at 10:57 am.

Reconvene: The meeting reconvened at 11:07 am.

Education Spotlight:

NAP Education Cluster Chairman Ramona Hill discussed the role and actions of the various committees in the cluster.

Report of the NAP Treasurer:

NAP Treasurer Wanda Sims presented NAP's financial report from December 1, 2017 to May 21, 2018 (the period starting from the beginning of the current fiscal year), and then answered board members' questions.

Strategic Fundraising:

Past President Leonard Young gave a presentation on Strategic Fundraising, including the memorial brick fundraising effort at headquarters. He also discussed the actions of the special committee for *Building Our Legacy*, and related the story of recent events around one of NAP's founders, Silas Longan, and the plans to honor Mr. Longan by participating at a ceremony at his gravesite on Memorial Day.

Greetings from Texas State Association:

Texas Association of Parliamentarians President Edward Moore extended greetings to the Board of Directors on behalf of the Association and welcomed everyone to San Antonio.

Strategic Planning:

Vice President Allen and Strategic Planning Facilitator Dennis Martino led the Strategic Planning Session.

Adjournment: The meeting adjourned at 5:00 pm to reconvene on Saturday, May 26, 2018 at 8:30 am.

NATIONAL ASSOCIATION OF PARLIAMENTARIANS®
Minutes of the Regular Meeting – Session Three
Board of Directors
May 26, 2018

Call to Order:

President Jim Jones reconvened the regular meeting of the NAP Board of Directors at 8:30 am on May 26, 2018 in the La Condesa of the Hilton Palacio Del Rio in San Antonio, TX.

Board Members Present:

President Jim Jones, PRP; Vice President Darlene Allen, 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 James “Jim” Stewart, PRP.

Guests Present:

Ramona Hill, PRP; Dennis Martino, and John Rempel, PRP. NAP Past President Ron Stinson, PRP; and Texas Association President Edward Moore, PRP; joined the meeting for part of the session.

Election of Secretary pro tem:

In the absence of Secretary Connelly, Director-at-Large Ann Rempel was elected secretary pro tem without objection.

Report of NAP Treasurer:

Treasurer Sims gave highlights of her recent visit to the Ohio Association.

Report of Executive Director:

Executive Director Launchbaugh presented updated membership statistics as of May 21, 2018, spoke on the headquarters building, and presented the proposed design of the reconstructed space.

Consideration of Action Item # 8: Authorization of funds to modernize the NAP headquarters:

After debate, the Board adopted the following motion: That the board authorize the NAP Executive director to spend up to \$125,000 subject to approval by the NAP President and NAP Treasurer to modernize and increase the efficiency of the NAP headquarters.

Report from President Jones on recent activities with prospective partnerships and future activities:

President Jones reported on recent activities, which included a signed agreement with Jack and Jill of America, Inc.; a proposed agreement with General Federation of Women’s Clubs; negotiations for partnership with Veterans of Foreign War; continuing work with the youth partners organizations; and new courses with the University of Wisconsin. The president also reported on plans for the NTC, the chartering of the new Buffalo Unit of NAP, and an NTC project to assist the Buffalo Food Bank. The president also discussed the 2019 Convention at the Westgate in Las Vegas, Nevada.

Consideration of Action Item # 5: Ratification of affiliate partnership agreement with Jack and Jill of America, Inc.

After amendment and debate, the Board adopted the following motion: That the Board ratify the affiliate partnership agreement with Jack and Jill of America, Inc., provided the agreement is supplied to the board members within one week.

Consideration of Action Item # 6: Authorization of NAP President to finalize partnership agreements:

After amendment and debate, the Board adopted the following motion: That the Board authorize the NAP President to finalize affiliate partnership agreements with the General Federation of Women Clubs, University of Wisconsin, and the Veterans for Foreign War provided the agreement is provided to the board within two weeks prior to signing the agreement.

Consideration of Action Item # 7: Authorization to submit grant applications to the National Association of Parliamentarians Educational Foundation:

The Board adopted the following motion: That the Board authorize NAP to submit grant applications to the National Association of Parliamentarians Educational Foundation to secure funding to build the quality of NAP’s printed and online educational and training library.

Authorization to submit grant application to Microsoft Corporation:

The Board also adopted the following motion: That the Board authorize NAP to submit grant applications to Microsoft Corporation for business software.

Recess: the meeting recessed at 11:30 am for strategic planning and lunch.

Reconvene: The meeting reconvened at 3:15 pm.

Consideration of Action Item # 4: Approval of funds for Technology Cluster:

The following motion was adopted: That the Board approve up to \$20,000 expenditure by the Technology Cluster chairman to select an external consultant to analyze the current system, prepare a Statement of Work, and assist in the selection of a vendor to provide a new association management system.

Assignment of Electronic Association of Parliamentarians:

The Board adopted the following motion: that the Electronic Association of Parliamentarians be assigned to District Six.

Approval of Funds for NAP’s Founder’s head stone:

The Board approved the following motion: That the Board approve funds to engrave the NAP Founder’s head stone, as presented by Past President Leonard Young.

Adjournment: The meeting adjourned at 4:30 pm to reconvene on Sunday, May 27, 2018 at 8:30 am.

**NATIONAL ASSOCIATION OF PARLIAMENTARIANS®
Minutes of the Regular Meeting – Session Four
Board of Directors
May 27, 2018**

Call to Order:

President Jim Jones reconvened the regular meeting of the NAP Board of Directors at 8:30 am on May 27, 2018 in the La Condesa of the Hilton Palacio Del Rio in San Antonio, TX.

Board Members Present:

President Jim Jones, PRP; Vice President Darlene Allen, PRP; Treasurer Wanda Sims, PRP; Director-at-Large Alison Wallis, PRP; Director-at-Large Ann Rempel, PRP; and District Five Director Representative Larry Martin, PRP.

Advisers Present:

NAP Parliamentarian James “Jim” Stewart, PRP.

Guest Present:

NAP Past President Ron Stinson, PRP

Motion to amend Rules for Reporting and Disposing of Ethics Complaints

Document:

Upon advice of general counsel, the board amended the Rules for Reporting and Disposing of Ethics Complaints document (last amended 2005) by striking “executive committee,” wherever the term occurs, and inserting “board of directors.”

Motion on Respondent parliamentarian’s appeal to the Board on the Ethics Committee findings:

Upon advice of the general counsel, the following motion was adopted:
It is the determination of the Board that there is no appeal to the Board for the respondent parliamentarian at this time. The Board hereby refers this matter to the NAP Ethics Committee for further deliberations as to the matters on which a reprimand was issued and requests the committee to consider the new information from

respondent parliamentarian included in the appeal to the Board. Thereafter, the committee may issue a new opinion on the complaint or affirm its Opinion of January 18, 2018.

Executive Session:

The Board entered into executive session at 8:52 am with the Parliamentarian James Stewart and Personnel Committee member Ron Stinson asked to remain.

Rise Out of Executive Session:

The Board rose from executive session at 10:09 am.

Adjournment:

With no further business to come before the Board, the meeting adjourned at 10:16 am.

Kevin Connelly, PRP
NAP Secretary

Chair Larry Martin, PRP Date Approved

Alison Wallis, PRP Date Approved

Joyce Brown Watkins, PRP Date Approved