

APPROVED

**ELECTRONIC ASSOCIATION OF PARLIAMENTARIANS
BOARD OF DIRECTORS ADJOURNED MEETING
NOVEMBER 19, 2018 AT 7:00PM CENTRAL TIME
MINUTES**

CALL TO ORDER

The adjourned meeting of the Electronic Association of Parliamentarians' Board of Directors was called to order at 7:00PM Central Time on November 19, 2018 by President Weldon Merritt, PRP via teleconference provided by FreeConferenceCall.com. The secretary, Beth S. James, PRP was present.

ATTENDANCE

A quorum was established based on a roll call as follows:

PRESENT (3): President Weldon Merritt, PRP, Vice President Evan Lemoine, PRP, Secretary Beth S. James, PRP

ABSENT (1): Treasurer Amber Slaughter

GUESTS & ADVISORS (1): Parliamentarian Paul McClintock, PRP

President Merritt noted the absence of Treasurer Slaughter.

MINUTES APPROVAL COMMITTEE

Without objection, a minutes approval committee was appointed consisting of Evan Lemoine, PRP. The committee approved the minutes of the November 8, 2018 regular quarterly meeting.

UNFINISHED BUSINESS AND GENERAL ORDERS

President Merritt noted the absence of receiving a Treasurer Report or a proposed budget for December 1, 2018 – November 30, 2019 from Treasurer Slaughter.

Secretary James presented a proposed December 1, 2018 – November 30, 2019 budget and moved its adoption. The December 1, 2018 – November 30, 2019 budget as amended was unanimously adopted and is attached as Appendix A.

NEW BUSINESS

Without objection, amended proposals from the November 8, 2018 meeting to amend the EAP governing documents were approved for submission to the EAP Bylaws & Rules Committee. Refer to Appendix B.

Without objection, Parliamentarian McClintock responded to parliamentary inquiries.

Without objection, and after debate, additional proposals to amend the EAP governing documents were approved for submission to the EAP Bylaws Committee with corrections. Refer to Appendix C.

ACTION ITEM: President Merritt to revise amendments & rationale, integrate with amendments approved at the November 8, 2018 meeting and submit all to the Bylaws & Rules Committee.

Secretary James reviewed the action items from the November 8, 2018 meeting.

President Merritt provided the status of the proposed NAP amendment approved at the November 8, 2018 meeting.

Vice President Lemoine moved the following resolution; after debate, it was unanimously adopted via roll call vote: Evan Lemoine – Yes; Beth S. James – Yes; and Weldon Merritt – Yes.

WHEREAS, The board of directors of the Electronic Association of Parliamentarians consists of the four officers who must provide strong leadership;

WHEREAS, The duties of officers are defined in the bylaws, special rules of order, the adopted parliamentary authority, the standing rules, or as directed by the membership or board of directors;

WHEREAS, EAP Standing Rule 2D3 requires the treasurer to “submit a financial report at each annual meeting and at each board meeting”;

WHEREAS, EAP Bylaws Article IV, Section 2 requires a budget for the next fiscal year to be adopted by the board of directors at its last regular meeting prior to the end of the fiscal year;

WHEREAS, The board of directors has not received a financial report or proposed budget for the board’s November 8, 2018 regular meeting which the treasurer agreed to provide;

WHEREAS, The treasurer agreed to provide this information to board members prior to the adjourned meeting on November 19, 2018 and has failed to do so; and

WHEREAS, The adjourned meeting was set for a time that was mutually convenient for the treasurer but she has failed to attend nor has she communicated to the board any reason for not being able to attend this meeting;

RESOLVED, The board of directors censures EAP Treasurer Amber Slaughter for her failure to perform the duties of office to a detriment to the association, hindering its ability to meet deadlines;

RESOLVED, The board of directors urges Amber Slaughter to resign as EAP Treasurer to allow for the board to appoint someone for the remainder of the term; and

RESOLVED, The treasurer is ordered to immediately send all financial records of the association, including bank statements and deposit and withdrawal substantiation, to the secretary as the official record keeper of the association.

ACTION ITEM: President Merritt to communicate resolution to Treasurer Slaughter.

The meeting was adjourned at 9:01PM Central Time.

*Elizabeth S. James, PRP
EAP Secretary*

Adopted by Minutes Approval Committee:

Evan Lemoine, PRP 11/25/2018

APPENDIX A
Budget
December 1, 2018 – November 30, 2019

REVENUE		
Balance on Hand (Projected 11/30/18)		\$957.30
CATEGORY	DESCRIPTION	BUDGETED
DUES	Dues	\$1,584.00
ANNUAL MEETING	Annual Meeting/Guests	\$40.00
	SUB-TOTAL	\$2,581.30
EXPENSES		
CATEGORY	DESCRIPTION	BUDGETED
CONFERENCE	Travel and meetings	\$600.00
	Annual Meeting Honorariums	\$175.00
	Biennial Social	\$150.00
OFFICER/COMMITTEE	Education Committee	\$100.00
	Courtesy	\$50.00
TECHNOLOGY	Conference Bridge	-
	Web Hosting/Domain Name	\$180.00
	Graphic Artist (logo)	\$100.00
	Technology Development	\$500.00
ADMINISTRATIVE	IRS Tax Exempt Filing Fees	\$300.00
	Bank Fees	\$30.00
	Bonding Insurance (2 Officers)	\$250.00
	Postage & delivery	\$25.00
	P.O. Box	\$102.00
	SUB-TOTAL	\$2,562.00
GRAND TOTAL		\$19.30

APPENDIX B PROPOSED AMENDMENTS TO EAP GOVERNING DOCUMENTS

AMENDMENT 1 — BOARD OF DIRECTORS SPECIAL MEETINGS. Amend Bylaws Article VII, Board of Directors, Section 3, Meetings, Subsection B, by striking, “and must be called upon the written request of”, and inserting, “or by any”.

AMENDMENT 2 — BOARD ACTION WITHOUT MEETING. Amend Bylaws Article VII, Board of Directors, by adding a new Section 4, Action Without Meeting, to read as follows:

Section 4. Action Without Meeting. The board of directors may take action without a meeting provided that all members approve such action by email to all board members affirmatively giving their consent. Any such action must be reported at the next regular board meeting, with copies of the consenting email messages to be attached to the minutes of that meeting.

AMENDMENT 3 — APPOINTMENT OF ANNUAL MEETING COORDINATOR. Amend Standing Rule 2, Duties of Officers, Section A, President, Paragraph 1, by inserting a new Subparagraph b to read as follows, and reentering the succeeding subparagraphs:

b. an annual meeting coordinator;

AMENDMENT 4—DUTIES OF SECRETARY. Amend Standing Rule 2, Duties of Officers, Section C, Secretary, Paragraph 2, by striking “or board meeting” and inserting “meeting, and any board meeting at which a minutes approval committee is appointed,” with a closing comma.

AMENDMENT 5—EAP SOCIAL EVENT AT NAP CONVENTION. Adopt a new Standing Rule 7 to read as follows:

7. A social event for EAP members and guests will be scheduled during each NAP Biennial Convention. The Membership Committee will be responsible for determining the date, time, and location, and ensuring the notification of EAP members of such information by email, and if a convention message board is provided, by posting a notice on that board.

APPENDIX C

PROPOSED AMENDMENTS TO EAP GOVERNING DOCUMENTS

AMENDMENT A — RESIGNATION AND REMOVAL OF OFFICERS: Amend Bylaws Article V, Officers, by inserting a new Section 3, Removal, to read as follows, and renumbering all succeeding sections:

Section 3. Resignation and Removal

- A. Resignation.** Any officer may resign from office by email to the board. Such resignation will be deemed to have been accepted unless, within five days after receipt of the resignation, any board member requests that the resignation be considered at a board meeting.
- B. Removal.** Any officer may be removed by a majority vote at a membership meeting or by a two-thirds vote at a board of directors meeting.

AMENDMENT B — DUTIES OF TREASURER; CHECKING ACCOUNT: Amend Standing Rule 2, Duties of Officers, Section D, Treasurer, Paragraph 1, by striking “with a local bank” and inserting a comma.

AMENDMENT C — DUTIES OF TREASURER; ACCOUNT ACCESS: Amend Standing Rule 2, Duties of Officers, Section D, Treasurer, by inserting a new Paragraph 2 to read as follows, and renumbering the succeeding paragraphs:

- 2. provide the president with online access to any EAP banking account;

AMENDMENT D — DUTIES OF TREASURER; BUDGET PREPARATION: Amend Standing Rule 2, Duties of Officers, Section D, Treasurer, by inserting a new Paragraph 4 to read as follows, and renumbering the succeeding paragraphs:

- 4. prepare a proposed budget for the next fiscal year and submit it to the board of directors at least one week prior to the last regular board meeting of each fiscal year;

AMENDMENT E — FINANCIAL REVIEW COMMITTEE: Amend the Bylaws and Standing Rules by striking “audit” at each location where it appears, and inserting “financial review.”