

APPROVED

**ELECTRONIC ASSOCIATION OF PARLIAMENTARIANS  
BOARD OF DIRECTORS REGULAR QUARTERLY MEETING  
November 8, 2018 AT 7:00PM CENTRAL TIME  
MINUTES**

**CALL TO ORDER**

The quarterly regular meeting of the Electronic Association of Parliamentarians' Board of Directors was called to order at 7:00PM Central Time on November 8, 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 (2):** Parliamentarian Paul McClintock, PRP, 2019 Annual Meeting Coordinator Victoria Johnson

**MINUTES APPROVAL COMMITTEE**

Without objection, a minutes approval committee was appointed consisting of Evan Lemoine, PRP. The committee approved the minutes of the August 9, 2018 regular quarterly meeting.

**OFFICER REPORTS**

Without objection, presentation of the Treasurer's report was postponed until the adjourned meeting to meet at the call of the President.

**UNFINISHED BUSINESS AND GENERAL ORDERS**

Without objection, a financial review committee was appointed consisting of: Mary Grant, PRP (chair); Don Freese, PRP-R and David Mezzera, PRP.

*ACTION ITEM: Secretary James to send a notification to the financial review committee.*

Without objection, adoption of a budget for the fiscal year beginning December 1, ~~2017~~ 2018<sup>esj/1-15-19</sup> was postponed until the adjourned meeting to meet at the call of the President.

**NEW BUSINESS**

Without objection, the NAP Representative for the 2019 Annual Meeting will be requested in

the following order: Jim Jones, PRP; Alison Wallis, PRP; Roger Hanshaw, PRP; Wanda Sims, PRP; Jim Stewart, PRP.

*ACTION ITEM: President Merritt to submit request for NAP representative.*

Without objection, the annual meeting technology, Adobe Connect, recommended by the Annual Meeting Coordinator Victoria Johnson was approved.

Without objection, Parliamentarian Paul McClintock discussed the process of securing Adobe Connect.

Without objection, the EAP Board will approve the annual meeting times and honorarium tokens at the February quarterly meeting and the registration fees at the adjourned meeting to meet at the call of the President.

*ACTION ITEM: Any items to be included in the Annual Meeting Call should be sent to EAP Secretary James by December 15, 2018.*

Vice President Evan Lemoine thanked the Annual Meeting Coordinator Vickie Johnson for attendance.

Without objection, and after debate and amendment, proposals to amend the EAP governing documents were approved for submission to the EAP Bylaws Committee. Refer to Appendix A.

*ACTION ITEM: President Merritt to revise amendment #4, EAP Social Event At NAP Convention, adjusting who sends the event notification. Distribute new language to the EAP Board.*

Without objection, and after debate, proposals to amend the NAP Bylaws were approved for submission to the NAP Bylaws Committee. Refer to Appendix B.

*ACTION ITEM: President Merritt to advise Washington State Association of Parliamentarians Board of Directors*

Without objection, February 7, 2019 was approved as the February quarterly Board of Directors meeting date.

The meeting was adjourned at 8:48PM Central Time to meet at the call of the President.

*Elizabeth S. James, PRP  
EAP Secretary*

Adopted by Minutes Approval Committee:

Evan Lemoine, PRP      11/18/2018

## **APPENDIX A**

### **PROPOSED AMENDMENTS TO EAP GOVERNING DOCUMENTS**

**AMENDMENT 1—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 2—DUTIES OF PRESIDENT.** 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 3—DUTIES OF SECRETARY.** Amend Standing Rule 2, Duties of Officers, Section C, Secretary, Paragraph 2, by striking “membership or board meeting” and inserting “membership meeting, and any board meeting at which a minutes approval committee is appointed,” with a closing comma.

**AMENDMENT 4—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 for notifying EAP members of such information by email, and if a convention message board is provided, by posting a notice on that board.

**AMENDMENT 5— Board of Directors.** Amend Bylaws Article VII, Board of Directors, Section 3, Meetings, sub-section B by striking ‘and must be called’ after ‘president’ and insert ‘or’.

## **APPENDIX B PROPOSED AMENDMENTS TO NAP BYLAWS**

**PROPOSED BY:** Washington State Association of Parliamentarians Board of Directors

**PROPOSERS' NOTE:** *Amendments 1 through 1.5 are part of a single plan and should be considered together. The crux of the plan is contained in Amendment 1 and its conforming amendments. While Amendments 1.1 through 1.5 are not, strictly speaking, "conforming amendments" as defined in RONR, they are necessary for proper implementation of Amendment 1.*

**AMENDMENT 1—REDEFINE DISTRICTS** Amend Article IV, Divisions, Section 2, Districts, by striking Subsections A through C and inserting the following new subsections A & B, with the proviso that all persons elected as district directors in accordance with the current provisions of this section shall serve as district liaisons for the 2019-2021 biennium:

**A. District Liaison.** There shall be a liaison for each district. District liaisons shall be registered or professional registered members who have their principal residence in the district at the time of appointment.

**B. Duties of the District Liaisons.** The district liaison shall: 1. promote NAP programs through associations and unchartered states, provinces, or countries; 2. assist in the organization of associations and units within the district; 3. encourage states, provinces, and countries to conduct classes for preparation for membership and assist them in their organization; 4. promote educational programs for the general public especially in unchartered areas; 5. appoint, with the approval of the NAP Board of Directors, a chairman of an unchartered state, province, or country within the district in accordance with Article IV, Section 4A; and 6. perform such other duties as may be designated in these bylaws or as directed by the NAP Board of Directors or the NAP President.

**PROVISO:** *All persons elected as district directors in accordance with the current provisions of this section shall serve as district liaisons for the 2019-2021 biennium.*

**CONFORMING AMENDMENTS:** At all locations where "district director" appears, strike "director and insert "liaison."

**AMENDMENT 1.1—DROP DISTRICT MEMBERSHIP:** Amend Article III, Members, Section 1, Classification, Subsection C, Membership in Districts, Associations, and Units, by striking "districts" each place it appears, and adjusting punctuation as needed.

**AMENDMENT 1.2—DROP CRITERIA FOR DISTRICT MEMBERSHIP:** Amend Article IV, Divisions, Section 8, Section 8. Membership in Districts, Associations, and Units, Subsection B, Criteria, by striking Paragraph 1 and renumbering the succeeding paragraphs.

**CONFORMING AMENDMENT:** In the title for Article IV, Section 8, strike “Divisions ” and the comma after “Associations.”.

**AMENDMENT 1.3—APPOINTMENT OF DISTRICT LIAISONS:** Amend Article V, Officers, Section 8, Duties of Officers, Subsection A, Duties of the President, Paragraph 2, by inserting a new Subparagraph e to read as follows, and relettering Subparagraph e as f, with the proviso that this amendment shall be effective with the appointments for the 2021-2023 biennium:  
e) the liaison for each district;

*PROVISO: This amendment shall be effective with the appointments for the 2021-2023 biennium.*

**AMENDMENT 1.4—CHANGE DISTRICT DIRECTOR TITLE:** Amend Article VII, NAP Board of Directors, Section 2, Duties, Subsection B, Duties of the NAP Board of Directors, Paragraph 20, by striking “director of” and inserting “liaison for.”

**AMENDMENT 1.5—SUBMISSION OF AMENDMENTS:** Amend Article XVI, Amendment of Articles of Incorporation and Bylaws, Section 1, Convention Action. Subsection A, Amendment with Notice Before Convention, Paragraph 1, by striking “a district conference.”