

PROPOSED AMENDMENTS TO EAP GOVERNING DOCUMENTS

Recommendations from the EAP Bylaws and Rules Committee

Bylaw Amendments

AMENDMENT 1—RESIGNATION AND REMOVAL OF OFFICERS: Amend Bylaws Article V, Officers, by inserting a new Section 3, Resignation and 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 meeting.

Current Wording	Proposed Amendment	If Adopted Will Read
	<p>Section 3.</p> <p>A. Resignation. Any officer may <u>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.</u></p> <p>B. Removal Any officer may be <u>removed by a majority vote at a membership meeting or by a two-thirds vote at a board meeting.</u></p>	<p>Section 3.</p> <p>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.</p> <p>B. Removal Any officer may be removed by a majority vote at a membership meeting or by a two-thirds vote at a board meeting.</p>

PROPOSED BY: Board of Directors.

RATIONALE: Subsection A clarifies the procedure for acceptance of an officer’s resignation, and Subsection B formalizes a mechanism for removal of an officer if such procedure become necessary.

Bylaws committee recommendation: The Bylaws and Rules Committee recommends the amendment be adopted with following amendment: Amend Subsection B, Removal, by adding a comma and "provided at least five days’ notice of the proposed removal and reason for removal is provided".

Current Wording	Proposed Amendment	If Adopted Will Read
	<p>Section 3.</p> <p>A. Resignation. Any officer may <u>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</u></p>	<p>Section 3.</p> <p>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</p>

	<u>resignation be considered at a board meeting.</u> B. Removal Any officer may be removed by a majority vote at a membership meeting or by a two-thirds vote at a board meeting, <u>provided at least five days' notice of the proposed removal and reason for removal is provided.</u>	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 meeting, provided at least five days' notice of the proposed removal and reason for removal is provided."
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RATIONALE: The proposed committee amendment provides for notice and reason for removal.

AMENDMENT 2—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”.

Current Wording	Proposed Amendment	If Adopted Will Read
B. Special meetings may be called by the president and must be called upon the written request of two members of the board of directors. The purpose of the meeting must be stated in the call and at least five days' notice, by email to all board members, must be given.	B. Special meetings may be called by the president and must be called upon the written request of <u>or by any</u> two members of the board of directors. The purpose of the meeting must be stated in the call and at least five days' notice, by email to all board members, must be given.	B. Special meetings may be called by the president or by any two members of the board of directors. The purpose of the meeting must be stated in the call and at least five days' notice, by email to all board members, must be given.

PROPOSED BY: Board of Directors.

RATIONALE: Clarifies the intent of the provision, with simpler language. The existing language could be interpreted to mean that the president may call a special meeting *only* at the request of two members.

BYLAWS AND RULES COMMITTEE RECOMMENDATION: The committee recommends the amendment **be** adopted.

AMENDMENT 3—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.

Current Wording	Proposed Amendment	If Adopted Will Read
	Section 4. Action Without Meeting. <u>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.</u> <u>Any such action must be reported at</u>	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

	<u>the next regular board meeting, with copies of the consenting email messages to be attached to the minutes of that meeting.</u>	the next regular board meeting, with copies of the consenting email messages to be attached to the minutes of that meeting.
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PROPOSED BY: Board of Directors.

RATIONALE: The board of directors sometimes needs to act on matters such as approval of presidential appointments and other usually non-controversial matters that arise between regular board meetings. The action now must either wait for the next regular board meeting, which may be up to three months away, or the president must call a special meeting. This amendment would allow a third alternative for actions that are truly non-controversial and require little or no discussion. If any board member does not consent, however, the action still must occur at a regular or special meeting of the board.

BYLAWS AND RULES COMMITTEE RECOMMENDATION: The committee recommends the amendment be adopted.

AMENDMENT 4—PROVISIONAL MEMBER DUES PAYMENT: Amend Bylaws Article IV, Dues and Finances, Section 1, Dues, Subsection C, Dues Payment, by inserting “and provisional” after “Affiliate.”

Current Wording	Proposed Amendment	If Adopted Will Read
C. Dues Payment. Primary members must pay EAP dues to NAP Headquarters with their NAP dues. Affiliate members must pay EAP dues to the EAP treasurer. All payments must be paid in United States dollars.	C. Dues Payment. Primary members must pay EAP dues to NAP Headquarters with their NAP dues. Affiliate <u>and provisional</u> members must pay EAP dues to the EAP treasurer. All payments must be paid in United States dollars.	C. Dues Payment. Primary members must pay EAP dues to NAP Headquarters with their NAP dues. Affiliate and provisional members must pay EAP dues to the EAP treasurer. All payments must be paid in United States dollars.

PROPOSED BY: Bylaws and Rules Committee.

RATIONALE: When to original bylaws were adopted, they did not include a provisional membership category. When they were amended at the 2018 Annual Meeting to include that category, this provision was overlooked. This amendment will correct the oversight.

BYLAWS AND RULES COMMITTEE RECOMMENDATION: The committee recommends the amendment be adopted.

AMENDMENT 5—NOMINATING COMMITTEE REPORT: Amend Article V, Officers, Section 5, Nominations, Subsection B, by inserting the heading, “Committee Report,” following the subsection letter.

Current Wording	Proposed Amendment	If Adopted Will Read
B. The nominating committee will present its report to the secretary for inclusion in the notice of the annual meeting, at least sixty days prior to the annual meeting in the odd-numbered year. The report is to include at least one candidate for each office, provided consent has been obtained from each candidate.	B. <u>Committee Report.</u> The nominating committee will present its report to the secretary for inclusion in the notice of the annual meeting, at least sixty days prior to the annual meeting in the odd-numbered year. The report is to include at least one candidate for each office, provided consent has been obtained from each candidate.	B. <u>Committee Report.</u> The nominating committee will present its report to the secretary for inclusion in the notice of the annual meeting, at least sixty days prior to the annual meeting in the odd-numbered year. The report is to include at least one candidate for each office, provided consent has been obtained from each candidate.

PROPOSED BY: Bylaws and Rules Committee.

RATIONALE: Inserted for consistency. Most of the subsections in each section include a heading, which makes it easier to find a particular provision quickly. The heading was somehow omitted from this and a few other subsections.

BYLAWS AND RULES COMMITTEE RECOMMENDATION: The committee recommends the amendment **be** adopted.

AMENDMENT 6—ELECTIONS; HEADINGS. Amend Article V. Officers, Section 6, Elections, by inserting the following subsection headings: for Subsection A, “Timing”; for Subsection B, “Nominations from Floor”; and for Subsection C, “Election by Ballot; Exception.”

Current Wording	Proposed Amendment	If Adopted Will Read
<p>Section 6. Elections.</p> <p>A. The officers will be elected at the annual meeting in the odd-numbered year.</p> <p>B. Following the report of the nominating committee, additional nominations may be made from the floor, provided consent has been obtained from the nominee.</p> <p>C. Elections will be by ballot except that when there is only one nominee for an office, the chair will declare the nominee elected by acclamation.</p>	<p>Section 6. Elections.</p> <p>A. Timing. The officers will be elected at the annual meeting in the odd-numbered year.</p> <p>B. Nominations from Floor. Following the report of the nominating committee, additional nominations may be made from the floor, provided consent has been obtained from the nominee.</p> <p>C. Election by Ballot; Exception. Elections will be by ballot except that when there is only one nominee for an office, the chair will declare the nominee elected by acclamation.</p>	<p>Section 6. Elections.</p> <p>A. Timing. The officers will be elected at the annual meeting in the odd-numbered year.</p> <p>B. Nominations from Floor. Following the report of the nominating committee, additional nominations may be made from the floor, provided consent has been obtained from the nominee.</p> <p>C. Election by Ballot; Exception. Elections will be by ballot except that when there is only one nominee for an office, the chair will declare the nominee elected by acclamation.</p>

PROPOSED BY: Bylaws and Rules Committee.

RATIONALE: Inserted for consistency with other sections.

BYLAWS AND RULES COMMITTEE RECOMMENDATION: The committee recommends the amendment **be** adopted.

AMENDMENT 7—BOARD OF DIRECTORS MEETINGS; HEADINGS: Amend Article VII, Board of Directors, Section 3, Meetings, by inserting the following subsection headings: for Subsection A, “Regular”; and for Subsection B, “Special.”

Current Wording	Proposed Amendment	If Adopted Will Read
<p>Section 3. Meetings.</p> <p>A. Regular meetings of the board of directors will be held at least quarterly.</p> <p>B. Special meetings may be called by the president and must be called upon the written request of two members of the board of directors. The purpose of the meeting must be stated</p>	<p>Section 3. Meetings.</p> <p>A. Regular. Regular meetings of the board of directors will be held at least quarterly.</p> <p>B. Special. Special meetings may be called by the president and must be called upon the written request of two members of the board of directors. The</p>	<p>Section 3. Meetings.</p> <p>A. Regular. Regular meetings of the board of directors will be held at least quarterly.</p> <p>B. Special. Special meetings may be called by the president and must be called upon the written request of two members of the board of directors. The</p>

in the call and at least five days’ notice, by email to all board members, must be given.	purpose of the meeting must be stated in the call and at least five days’ notice, by email to all board members, must be given.	purpose of the meeting must be stated in the call and at least five days’ notice, by email to all board members, must be given.
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PROPOSED BY: Bylaws and Rules Committee.

RATIONALE: Inserted for consistency with other sections.

BYLAWS AND RULES COMMITTEE RECOMMENDATION: The committee recommends the amendment be adopted.

AMENDMENT 8 (BYLAW AND STANDING RULE)—FINANCIAL REVIEW COMMITTEE: Amend Bylaws Article III, Section 3, Membership Rights, B. Provisional Members and Standing Rule 2, D. Treasurer, Section. 7 by striking “audit” at each location where it appears, and inserting “financial review.”

Current Wording	Proposed Amendment	If Adopted Will Read
2. may serve on (but not chair) any committee except the nominating committee or the audit committee; and	2. may serve on (but not chair) any committee except the nominating committee or the <u>audit financial review</u> committee; and	2. may serve on (but not chair) any committee except the nominating committee or the financial review committee; and

Current Wording	Proposed Amendment	If Adopted Will Read
7. turn over all records and materials pertaining to the treasurer, except for those turned over to the audit committee, to the new treasurer within thirty days after leaving office.	7. turn over all records and materials pertaining to the treasurer, except for those turned over to the <u>audit financial review</u> committee, to the new treasurer within thirty days after leaving office.	7. turn over all records and materials pertaining to the treasurer, except for those turned over to the financial review committee, to the new treasurer within thirty days after leaving office.

PROPOSED BY: Board of Directors.

RATIONALE: Standing Rule 5 requires the board of directors to appoint a “financial review committee,” while Article III, Section 3B2 and Standing Rule 2D7 refer to an “audit committee.” The terms should be consistent; and “financial review committee” is a more accurate description based on the tasks assigned and their scope of work.

BYLAWS AND RULES COMMITTEE RECOMMENDATION: The committee recommends the amendment be adopted.

STANDING RULE AMENDMENTS

AMENDMENT 1—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 relettering the succeeding subparagraphs:

b. an annual meeting coordinator;

Current Wording	Proposed Amendment	If Adopted Will Read
1. nominate members for the following positions, subject to confirmation by the board of directors, for terms concurrent with that of the president; a. the chairmen and members or all committees; b. a parliamentarian; and c. a webmaster and one or more assistant webmasters.	1. nominate members for the following positions, subject to confirmation by the board of directors, for terms concurrent with that of the president; a. the chairmen and members or all committees; <u>b. an annual meeting coordinator;</u> b-c. a parliamentarian; and e-d. a webmaster and one or more assistant webmasters.	1. nominate members for the following positions, subject to confirmation by the board of directors, for terms concurrent with that of the president; a. the chairmen and members or all committees; b. an annual meeting coordinator; c. a parliamentarian; and d. a webmaster and one or more assistant webmasters.

PROPOSED BY: Board of Directors.

RATIONALE: The board of directors has determined that it would be prudent to have an annual meeting coordinator to take on the responsibility for planning and organizing the annual meeting, subject to oversight by the board. No such position was appointed for the 2018 annual meeting, resulting in the secretary and the vice president shouldering most of the work (except for obtaining the workshop presenters, which was done by the education committee chair). An annual meeting coordinator has been appointed for the 2019 annual meeting, which has proven to be a prudent move. The authority to do so should be made explicit in the standing rules.

BYLAWS AND RULES COMMITTEE RECOMMENDATION: The committee recommends the amendment be adopted.

AMENDMENT 2—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.

Current Wording	Proposed Amendment	If Adopted Will Read
2. provide copies of the draft minutes of each membership or board meeting to the appropriate minutes approval committee within fifteen days after adjournment of the meeting;	2. provide copies of the draft minutes of each membership or board meeting <u>meeting, and any board meeting at which a minutes approval committee is appointed,</u> to the appropriate minutes approval committee within fifteen days after adjournment of the meeting;	2. provide copies of the draft minutes of each membership meeting, and any board meeting at which a minutes approval committee is appointed, to the appropriate minutes approval committee within fifteen days after adjournment of the meeting;

PROPOSED BY: Board of Directors.

RATIONALE: Article VII, Section 3A of the EAP Bylaws requires that board meetings “be held at least quarterly.” With no more than a quarterly interval between meetings, there is no need for a minutes approval committee for most board meetings. The exception for board meeting minutes would be the final regular board meeting of the biennium and any special board meeting that may occur between that meeting and the next annual meeting (at which new officers may be elected), As provided in RONR, p. 474, l. 31 to p. 475, l. 1, the minutes of those board meeting *should* be approved by a

minutes approval committee. Additionally, this amendment would not preclude appointment of a minutes approval committee for other board meetings if the board perceives a need for such appointment.

BYLAWS AND RULES COMMITTEE RECOMMENDATION: The committee recommends the amendment **be** adopted.

AMENDMENT 3—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.

Current Wording	Proposed Amendment	If Adopted Will Read
1. open and maintain a checking account with a local bank with preference to a no-fee account;	1. open and maintain a checking account with a local bank, with preference to a no-fee account;	1. open and maintain a checking account, with preference to a no-fee account;

PROPOSED BY: Board of Directors.

RATIONALE: The current provision requires that each time a new treasurer, who does not live in the same general location as the outgoing treasurer, is elected or appointed, the existing bank account must be closed and new one opened by the new treasurer. This unduly complicates maintenance of the bank account. If EAP can find a suitable bank that does not require signatories to be physically present to sign the signature cards, opening an account there would greatly simplify account maintenance. If EAP is unable to locate such a bank, the treasurer would have to continue using a local bank, but the restrictive language is not necessary to enable the treasurer to do so.

BYLAWS AND RULES COMMITTEE RECOMMENDATION: The committee recommends the amendment **be** adopted.

AMENDMENT 4—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;

Current Wording	Proposed Amendment	If Adopted Will Read
	<u>2. provide the president with online access to any EAP banking account;</u>	2. provide the president with online access to any EAP banking account;

PROPOSED BY: Board of Directors.

RATIONALE Currently, there is no requirement that anyone other than the treasurer have access to the EAP checking account. This amendment will provide the president with such access, in the event it is necessary for someone other than the treasurer to have access.

BYLAWS AND RULES COMMITTEE RECOMMENDATION: The committee recommends the amendment **be** adopted.

AMENDMENT 5—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;

Current Wording	Proposed Amendment	If Adopted Will Read
	<u>4. prepare a proposed budget for the next fiscal year and submit it to the board of directors at least one</u>	4. prepare a proposed budget for the next fiscal year and submit it to the board of directors at least one

	<u>week prior to the last regular board meeting of each fiscal year;</u>	week prior to the last regular board meeting of each fiscal year;
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PROPOSED BY: Board of Directors.

RATIONALE: Article IV, Section 2 of the EAP Bylaws requires the board of directors to adopt a budget for the next fiscal year at its last regular meeting of each fiscal year, but does not specify who is to prepare and present the proposed budget. The current standing rules also fail to specify who is responsible for preparation of the budget. This amendment will clarify that it is the treasurer who is responsible for doing so. This is an appropriate assignment of responsibility, as the treasurer has the most current financial data.

BYLAWS AND RULES COMMITTEE RECOMMENDATION: The committee recommends the amendment **be** adopted.

AMENDMENT 6—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.

Current Wording	Proposed Amendment	If Adopted Will Read
	<u>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.</u>	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.

PROPOSED BY: Board of Directors.

RATIONALE: The Electronic Unit (eNAP) currently has a similar standing rule, which it has voted to rescind effective upon EAP’s adoption of an equivalent standing rule. When eNAP adopted its rule, there was no electronic association, nor any other electronic units. Now that additional electronic units and EAP have been chartered, it is appropriate that the social event be broadened to include all EAP members and guests, to provide an opportunity for members to meet and get acquainted in person rather than just thorough electronic media. The event is limited to the NAP convention, as the NTC schedule normally has insufficient free time to allow for scheduling an additional event.

BYLAWS AND RULES COMMITTEE RECOMMENDATION: The committee recommends the amendment **be** adopted.