



**Board of Directors National Business Meeting Agenda Wednesday,
September 21, 2022**

2 PM PT; 3 PM MT; 4 PM CT; 5 PM ET

ZOOM

- 1) **Call to order**
 - a. Roll call and Quorum Confirmation Secretary Marilee Hakkinen
 - b. Agenda Approval President Lauren Layman
 - c. Business Meeting Minutes Approval President Lauren Layman
 - d. Designation of Minutes Review Committee President Lauren Layman
 - i. President Elect Marie Guzman
 - ii. Treasurer Ellie Wade
 - iii. Secretary Marilee Hakkinen

- 2) **Welcome and Acknowledgement of Guests** President Lauren Layman
 - a. Email Attendance to: natsecretary@napmw.org

- 3) **Unfinished Business** President Lauren Layman

- 4) **Financial Reports**
 - a. Monthly Financial Report Treasurer Ellie Wade
 - b. Reports from Locals Treasurer Ellie Wade

- 5) **Administrative Report** Cris Poole
 - a. Email local events/meeting notices to admin@napmw.org

- 6) **Committee Reports**
 - a. Ad Hoc Memorabilia President Lauren Layman
 - b. Bylaws and Operating Procedures Kelly Byers
 - c. Conference Open
 - d. Education & Leadership PNP Paula Berg
 - e. Ethics PNP Frances Reinhardt
 - f. Internal Audit Open
 - g. Local Associations/Reporting NVP Annette Watkins
 - h. Member Benefits PNP Susan Kerr
 - i. Membership/Extensions President Elect Marie Guzman
 - j. Nominating PNP Mark Jennings

- 7) **New Business** President Lauren Layman

- 8) **Announcements** President Lauren Layman

- 9) **Recess to Executive Session** President Lauren Layman

Next Board Meeting via Zoom

Wednesday, October 19th 2:00pm PT, 3:00pm MT, 4:00pm CT, 5:00pm ET

6. Committee Reports:

- a. Ad Hoc Memorabilia:** **President Lauren Laymen**
Cleaning out of the storage unit; some paperwork has been shredded. Let President Layman know if you are missing something that might still be in the storage unit.
- b. Membership/Extensions:** **President Elect Marie Guzman**
reported on current membership totals **and** new member totals. Emails are being sent out to locals by Annette Watkins regarding members not yet renewed.
- c. Finance:** Nothing to add from report.
- d. Ethics:** Nothing to report.
- e. Internal Audit:** Nothing to report.
- f. Nominating:** Nothing to report.
- g. Conference:** We will help with the gala and dinner, if help is needed
- h. Member Benefits:** No additional updates to report.
- i. Education and Leadership:** **Paula Berg, PNP**
Report turned in; nothing additional to report.
- j. Bylaws and Operating Procedures:** **Kelly Byers, National Bylaws chair**
Motions were made by Kelly Byers, National Bylaws chair for Amendments 1-9 (see attached) as our bylaws are outdated and need to be updated. No seconds were needed as the motions came out of committee. All motions passed.

The board approved amendments will be prepared and sent out to be voted on by the membership with a 30 day window to respond.

7. New Business:

- a. No new business

8. Announcements:

Next NAPMW NATIONAL BOARD OF DIRECTORS BUSINESS MEETING
Wednesday, September 21, 2022 at 2 PM PT; 3 PM MT; 4 PM CT; 5 PM ET
Zoom Meeting to be sent out

9. Recessed: Recessed to Executive Session at 2:26 Pacific Time.

10. Reconvene: Reconvened to Business Meeting at 2:52 PM Pacific Time

Motion made by President Elect Marie Guzman

“I move to ratify all business conducted in Executive Session.”

Motion Seconded by National Vice President Annette Watkins
Motion Carried.

11. Adjourn: The meeting was adjourned by President Lauren Layman at 2:53 PM Pacific Time.

Marilee Hakkinen
NAPMW National Secretary



PROPOSED BYLAWS AMENDMENTS

AMENDMENT 1: ARTICLE VI-OFFICERS, QUALIFICATIONS, DUTIES, TENURE VACANCIES AND REMOVAL FROM OFFICE

6.1

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
The officers of NAPMW shall be the President, President-Elect, two (2) Vice Presidents, Secretary and Treasurer.	The officers of NAPMW shall be the President, President-Elect, two (2) Vice Presidents , Vice President, Secretary and Treasurer.	The officers of NAPMW shall be the President, President-Elect, Vice President, Secretary and Treasurer.

Proposed by: Bylaws Committee

Rationale: The association is smaller in size, no longer has regions and therefore no longer has the need for more than one (1) Vice President. Due to the smaller size of the association nationwide, it is also more difficult to find candidates to fill the National Board officer positions.

Bylaws Committee Recommendation: The Bylaws Committee recommends that this amendment BE adopted.

AMENDMENT 2: ARTICLE VI-OFFICERS, QUALIFICATIONS, DUTIES, TENURE VACANCIES AND REMOVAL FROM OFFICE

6.1 a. Qualifications

1.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
A candidate for a National Office shall be a member in good standing for 24 months, had completed the NAPMW Leadership Training program as identified in the National Operating Procedures and have attended one National Education Conference in the past two years. Considered candidates must have served as a local president or on a National Committee and completed above noted leadership training.	A candidate for a National Office shall be a member in good standing for a minimum of 24 months, had completed- must complete the NAPMW Leadership Training program as identified in the National Operating Procedures during the first six (6) months of the candidate's first term of office. and have attended one National Education Conference in the past two years. Considered candidates must have served as on a local president board or as a National Committee Chairperson. on a National Committee. and completed above noted leadership training.	A candidate for a National Office shall be a member in good standing for a minimum of 24 months, completed the NAPMW Leadership Training program as identified in the National Operating Procedures either before joining the board or during the first six (6) months of the first term of office. Considered candidates must have served on a local board or as a National Committee Chairperson.

Proposed by: Bylaws Committee

Rationale: The association is smaller in size and therefore the pool of eligible candidates for National Officer is limited. The current wording is very limiting and lacks flexibility hence making it more difficult for the Nominating Committee to find eligible candidates. The Leadership Training program can be completed during the elected officer's first term in office since candidates for Secretary, Treasurer, and Vice President are elected to two (2) year terms.

Bylaws Committee Recommendation: The Bylaws Committee recommends that this amendment BE adopted.

AMENDMENT 3: ARTICLE VI-OFFICERS, QUALIFICATIONS, DUTIES, TENURE VACANCIES AND REMOVAL FROM OFFICE

6.1 a. Qualifications

2.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
A candidate for the Office of President or President-Elect shall have served on the National Board for a term of at least two (2) years within the preceding four (4) years.	A candidate for the Office of President or President-Elect shall have served on the National Board for a term of at least two (2) years within the preceding four (4) years one (1) year within the preceding four (4) years.	A candidate for the Office of President-Elect shall have served on the National Board for a term of at least one (1) year within the preceding four (4) years.

Proposed by: Bylaws Committee

Rationale: The National Board is smaller in size and therefore an eligible candidate for President-Elect may serve in prior positions on the board as NVP, Secretary or Treasurer and should be eligible to be a candidate for President-Elect. That being the case the candidate would complete two (2) years of prior service before stepping into the role of President-Elect. The office of President is filled automatically by the President-Elect at the completion of their term of office as President-Elect.

Bylaws Committee Recommendation: The Bylaws Committee recommends that this amendment BE adopted.

AMENDMENT 4: ARTICLE VI-OFFICERS, QUALIFICATIONS, DUTIES, TENURE VACANCIES AND REMOVAL FROM OFFICE

6.1 c. Tenure

3.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
The Secretary, Treasurer and Vice Presidents shall serve staggered two-year terms as follows: The Secretary and the first Vice President shall have elections for terms ending in odd years. The Treasurer and the second Vice President shall have elections for terms ending in even years.	The Secretary, Treasurer and Vice Presidents shall serve staggered two-year terms as follows: with elections The Secretary and the first Vice President shall have elections for terms ending in odd years. The Treasurer and the second Vice President shall have elections for terms ending in even years.	The Secretary and Vice President shall serve two-year terms with elections being in odd years. The Treasurer shall have elections for terms ending in even years.

Proposed by: Bylaws Committee

Rationale: The association is smaller and there is no longer a need for two (2) Vice Presidents. For the position of Secretary, Treasurer, and Vice President two-year terms provide continuity and strengthens the pool of eligible candidates for President-Elect and President. The different staggered terms ensure there is a qualified candidate to move into the position of President-Elect. That being the case a candidate for Secretary, Treasurer or Vice President would complete two (2) years of prior service.

Bylaws Committee Recommendation: The Bylaws Committee recommends that this amendment BE adopted.

AMENDMENT 5: ARTICLE VII-STRUCTURE

7.1

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
NAPMW is composed of a National Association and Local Associations, which may be divided into areas or regions for management and administrative purposes as determined by the National Board in the Operating Procedures.	NAPMW is composed of a National Association and Local Associations, which may be divided into areas or regions for management and administrative purposes as determined by the National Board in the Operating Procedures.	NAPMW is composed of a National Association and Local Associations.

Proposed by: Bylaws Committee

Rationale: The association is no longer divided by areas or regions. This proposed change updates and simplifies the Bylaws article as it relates to the current structure of the National Association.

Bylaws Committee Recommendation: The Bylaws Committee recommends that this amendment BE adopted.

AMENDMENT 6: ARTICLE VII-STRUCTURE

7.2 Local Associations

a. Affiliation Requirements

2.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
Have twenty (20) or more initial members, subject to the Bylaws Committee's review and approval of the local's proposed Bylaws and Operating Procedures and approval of the request for affiliation by the National Board.	Have twenty (20) twelve (12) or more initial members, subject to the Bylaws Committee's review and approval of the local's proposed Bylaws and Operating Procedures and approval of the request for affiliation by the National Board.	Have twelve (12) or more initial members, subject to the Bylaws Committee's review and approval of the local's proposed Bylaws and Operating Procedures and approval of the request for affiliation by the National Board.

Proposed by: Bylaws Committee

Rationale: The association is smaller and rebuilding its membership. Reducing the minimum requirement from twenty (20) to twelve (12) initial members for forming new local affiliation provides a greater opportunity for growth.

Bylaws Committee Recommendation: The Bylaws Committee recommends that this amendment BE adopted.

AMENDMENT 7: ARTICLE VIII-MEETINGS

8.1 National Annual Education Conference and Meeting

e. Board of Directors

3.(a)

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
Written notice stating the place, day, hour and purpose of any meeting of the National Board shall be delivered via email or other electronic means to each National Board member and Local Association President, at least five (5) days prior to the meeting.	Written notice stating the place, day, hour, and purpose of any meeting of the National Board shall be delivered via email or other electronic means to each National Board member, and Local Association President, and all Association Members at least five (5) days prior to the meeting.	Written notice stating the place, day, hour, and purpose of any meeting of the National Board shall be delivered via email or other electronic means to each National Board member, Local Association President, and all Association Members at least five (5) days prior to the meeting.

Proposed by: Bylaws Committee

Rationale: Meeting notifications should be sent to all Association Members to give everyone the opportunity to attend and participate.

Bylaws Committee Recommendation: The Bylaws Committee recommends that this amendment BE adopted.

AMENDMENT 8: ARTICLE IX-NOMINATIONS, ELECTIONS, AND BALLOTING

9.3 Balloting for National Officers

a.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
Voting members shall receive the slate of officers not less than thirty (30) days prior to the ballot return date. Any write in nominations must be vetted by the Nominations Chair by submitting their resume and qualifications at least 96 hours before the ten (10) days prior to the ballot return date. Candidates Forum to be held 24 hours or more before the ten (10) days prior to ballot return date and must be available for view on www.napmw.org on or before the ten (10) days prior to ballot return date. Ballots may be sent by electronic transmission by the association and responses may be returned to the association by electronic transmission. Voting by proxy shall not be permitted.	Voting members shall receive the slate of officers not less than thirty (30) days prior to the ballot return date. Any write in nominations must be vetted by the Nominations Chair by submitting their resume and qualifications at least 96 hours before the ten (10) days prior to the ballot return date. Candidates Forum to be held 24 hours or more before the ten (10) days prior to ballot return date and must be available for view on www.napmw.org on or before the ten (10) days prior to ballot return date. Ballots may be sent by electronic transmission by the association and responses may be returned to the association by electronic transmission. Voting by proxy shall not be permitted.	Voting members shall receive the slate of officers not less than thirty (30) days prior to the ballot return date. Any write in nominations must be vetted by the Nominations Chair by submitting their resume and qualifications at least 96 hours before the ten (10) days prior to the ballot return date. Ballots may be sent by electronic transmission by the association and responses may be returned to the association by electronic transmission. Voting by proxy shall not be permitted.

Proposed by: Bylaws Committee

Rationale: The Candidates Forum is no longer held.

Bylaws Committee Recommendation: The Bylaws Committee recommends that this amendment BE adopted.

AMENDMENT 9: ARTICLE XIV-AMENDMENTS

14.1 Proposed Amendments

a.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
Amendments to the National Bylaws may be proposed only by the National Board.	Amendments to the National Bylaws may be proposed by the Bylaws Committee or only by the National Board	Amendments to the National Bylaws may be proposed by the Bylaws Committee or the National Board.

Proposed by: Bylaws Committee

Rationale: Amendments to the Bylaws should be done by the Bylaws Committee with proposed changes presented to the National Board for approval and sent out for a vote to the NAPMW membership. This avoids committee work being done by the Board of Directors.

Bylaws Committee Recommendation: The Bylaws Committee recommends that this amendment BE adopted.

NAPMW

Profit and Loss

August 2022

	TOTAL
Income	
Membership Dues	870.00
Total Income	\$870.00
GROSS PROFIT	\$870.00
Expenses	
Management Fee	500.00
Monthly Service Fee	239.62
Postage	4.50
Website	63.87
Total Expenses	\$807.99
NET OPERATING INCOME	\$62.01
NET INCOME	\$62.01

NAPMW

Balance Sheet Summary

As of August 31, 2022

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	52,697.74
Other Current Assets	-18,000.00
Total Current Assets	\$34,697.74
TOTAL ASSETS	\$34,697.74
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	3,131.44
Total Current Liabilities	\$3,131.44
Total Liabilities	\$3,131.44
Equity	31,566.30
TOTAL LIABILITIES AND EQUITY	\$34,697.74