

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	S.
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 <u>admin@n</u> 	
6)	Committee Reports	
	a. Ad Hoc Memorabilia	President Lauren Layman
	b. Bylaws and Operating Procedures	Kelly Byers
	c. Conference	Open PNP Paula Berg
	 d. Education & Leadership 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 Decad Meeting via Zeen	

Next Board Meeting via Zoom Wednesday, October 19th 2:00pm PT, 3:00pm MT, 4:00pm CT, 5:00pm ET



NAPMW NATIONAL BOARD OF DIRECTORS BUSINESS MEETING August 17, 2022

ZOOM

BUSINESS MEETING MINUTES

Ι. **CALL TO ORDER**

National Board Members Present

Lauren Layman	National President
Marie Guzman	National President Elect
Annette Watkins	National Vice President
Ellie Wade	National Treasurer (excused due to family matter)
Marilee Hakkinen	National Secretary

Roll Call and Quorum Confirmation: Following roll call a guorum was confirmed to а. President Lauren Layman. With notice of the meeting having been duly given, President Layman called meeting to order at 2:01 pm Pacific Time.

- b. August 2022 Agenda: filed as amended
- July 2022 Minutes: July minutes need to be amended to reflect that no meeting was C. held in June, 2022 due to Covid.
- d. **Designation of Minutes Review Committee**
 - President Elect Marie Guzman i.
 - National Vice President Annette Watkins as Treasurer Wade is absent due to ii. family matter
 - Secretary Marilee Hakkinen iii.

Parliamentarian and Administrators Present

Paula Berg, PNPParliamentarian Cris Poole..... Administrative Coordinator

2. Welcome and Acknowledgement of Guests Guests

Kelly Byers Angela Matteo Dave Jackson Cynthia Danzy Mary Ellen Heathcote, PNP Guests are to email attendance to natsecretary@napmw.org

3. Unfinished Business: None

President Lauren Layman

4. Financial Reports President Elect Marie Guzman in Treasurer Wade's absence a: Monthly Financial Report July 2022:

Stephanie Matthews

Lucy Collier, PNP

Monthly Financial Report filed as presented.

b: Reports from Locals: No updates from locals

5. Administrative Report:

Cris Poole

Cris Poole requested that locals let her know if anything needs to be updated on the website or if anyone has any ideas for the newsletter. She is here for everyone.

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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 Carrried.

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, QUALFICATIONS, DUTIES, TENURE VACANCIES AND REMOVAL FROM OFFICE

6.1				
CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ		
The officers of NAPMW	The officers of NAPMW shall be	The officers of NAPMW shall be the		
shall be the President,	the President, President-Elect,	President, President-Elect, Vice		
President-Elect, two (2)	two (2) Vice Presidents , Vice	President, Secretary and Treasurer.		
Vice Presidents, Secretary	President, Secretary and			
and Treasurer.	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, QUALFICATIONS, DUTIES, TENURE VACANCIES AND REMOVAL FROM OFFICE 6.1 a. Qualifications

1

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

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.

AMENDMENT 3: ARTICLE VI-OFFICERS, QUALFICATIONS, 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	A candidate for the Office of	A candidate for the Office of President-
President or President-Elect	President or President-Elect shall	Elect shall have served on the National
shall have served on the	have served on the National	Board for a term of at least one (1) year
National Board for a term of	Board for a term of at least two	within the preceding four (4) years.
at least two (2) years within	(2) years within the preceding four	
the preceding four (4)	(4) years one (1) year within the	
years.	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, QUALFICATIONS, DUTIES, TENURE VACANCIES AND REMOVAL FROM OFFICE 6.1 c. Tenure

3.

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

AMENDMENT 5: ARTICLE VII-STRUCTURE

7	1

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

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.

AMENDMENT 7: ARTICLE VIII-MEETINGS

8.1 National Annual Education Conference and Meeting

e. Board of Directors

<u>3.(a)</u>		
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	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	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
Local Association	all Association Members at least	meeting.
President, at least five (5)	five (5) days prior to the meeting.	
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

а.			
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 <u>www.napmw.org</u> 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.

AMENDMENT 9: ARTICLE XIV-AMENDMENTS

14.1 Proposed Amendments

a.				
CURRENT WORDING	PROPOSED	IF ADOPTED WILL READ		
	AMENDMENT			
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.

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