

NAKPEHE OFFICER/COMMITTEE CHAIR REPORT FORM
Progress Report
Pre-Conference Board Meeting, 4p
January 2, 2008

Report #: #

Name of Office/Committee: By Laws

Person Submitting Report: Beverly Mitchell

Progress Report/Tasks Completed:

With the detailed and thorough review of each operating code completed by Judy Bischoff, the Bylaws Committee was able to incorporate editorial changes and identify inconsistencies among the codes. This work led to the development of several motions (below) and recommendations before the Board.

Changes to the operating codes approved at the January meeting will be incorporated once the minutes from January's meetings are available and approved.

Suggestions for Future Plans Related to this Office/Committee

Reminder: Request that any motions related to revisions to bylaws and operating codes be sent to the chair within 2 weeks of the meeting where changes were approved. Using the language of the motion is key in accurately reflecting the intent of the change.

Action Required by Board:

Recommendations from NAKPEHE Bylaws Committee

A. General

Motion 1:

Modify relevant codes to say that members on committees can be re-appointed after serving a previous term.

Rationale 1: Codes are inconsistent with regard to re-appointments. Some restrict to a certain number of consecutive terms, others do not. There is no apparent reason for the differentiated policy. (e.g. Membership vs Bylaws)



Motion 2:

Modify relevant codes to say that the operating codes may be amended by a majority vote of the committee subject to the approval of the Board of Directors.

Rationale 2: Codes are inconsistent with regard to the authority for changing codes. There is no apparent reason for the differentiated policy. (e.g. Membership vs Publications)

Motion 3:

Remove from the President’s operating code in section III. L. #4 which reads “File the Association’s annual federal income tax return with Executive Secretary.”

Rationale 3: This responsibility is already stated in the Executive Secretary_Treasurer’s op code in II. G.

Motion 4:

All elected officers and chairs of committees take responsibility before each Board meeting to determine the impact of their respective motions on the responsibilities or conduct of business of any other office or committee. All motions that are relevant to changes in Bylaws or operating codes should identify explicitly where those changes are relevant/appropriate.

Rationale 4: It just makes good sense to check with other committees and officers where proposed changes in duties, processes, and responsibilities might have relevance to others in order to avoid duplication or conflict.

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B. Operating Codes

Motion 5:

The sealed envelope containing the President’s vote be left with the chair of the Elections and Nominations Committee and shredded if a tie does not occur. Suggested wording is as follows:

IV. F. The vote of the sitting President will be retained, unopened, in an envelope **and left with the chairperson of the Elections and Nominations committee.** In the event that there is a tie vote, then the tie is broken by the President’s vote. This remains confidential (that is, that a tie breaker was needed). If the vote is not needed, the envelope remains closed **and is shredded.** (Elections and Nominations Committee)

Rationale 5: A question raised at the last board meeting was where to put the envelope containing the President’s votes to be opened in the event of a tie for elected offices. The Committee responded and also added that if a tie does not occur, the envelope remains sealed and then shredded.

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Motion 6:

Revise the **VP op code** *from* Be responsible for the planning and management of the annual conference, based on the theme determined by the Future Directions Committee/President to read “Be responsible for the planning and management of the annual conference, based on the theme approved by the Board” (II. B.) and the **VP Elect op code** *from* Decide as Vice President Elect on the theme for the conference of the coming year when serving as Vice President to read “Recommend to the Board in consultation with the Future Directions Committee the theme for the conference of the coming year when serving as Vice President” (II. E.).

Rationale 6:

In practice, the VP-Elect meets with the FDC to discuss various matters including the conference theme. In consultation with that committee, the VP-Elect recommends to the Board the theme which they must approve. The current op codes do not make this clear.

Motion 7:

Revise the **VP op code** *from* Obtaining, designing, and disseminating registration materials to registration fees, food, and social functions to read “Planning for food and social functions, and obtaining, designing, and disseminating registration materials (II. B. 1. C).

Rationale 7:

The wording is confusing. Also, omitted from the code is the phrase “registration fees” because there is a motion in the works to clarify that the VP-Elect will have already obtained Board approval for the conference budget which includes Board approval for registration fees.

Unresolved:

The Committee agrees with the Board’s recommendation that one individual be responsible for purchasing all awards. Most members agreed that the Award’s chair be the responsible party; but should this individual also be responsible for purchasing plaques or certificates that are associated with events beyond the Awards Committee’s responsibilities (e.g. lecturers, outgoing president)?

C. Bylaws Action

Three motions passed by the NAKPEHE Board of Directors in January, 2007, have relevance to two sections of the bylaws. These were inadvertently overlooked by the current chair (Beverly Mitchell) of the Bylaws Committee. The Committee requests that the membership be notified of these proposed changes through the appropriate publication(s) and voted on at the January 2009 NAKPEHE Business Meeting.

1A. (Current Wording) Section 2. Election and Term of Office.... The Elections and Nominations Committee Chairperson shall count the votes, certify the election results to the Board of Directors, and report the election results to the members.

1B. (Proposed Wording) Section 2. Election and Term of Office ... The Elections and Nominations Committee Chairperson shall count the votes and certify the election results to the Board of Directors and to the Committee. Electronic correspondence by the NAKPEHE President regarding the election results shall be sent to the membership prior to the conference.

2A. (Current Wording) Section 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise all of the business and affairs of the corporation. The President shall preside at all meetings of the members and the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in case where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall appoint a parliamentarian with the approval of the Board of Directors. Also the President shall be ex-officio of all standing committees. When a new President assumes office, the retiring President shall become the immediate Past President and as such shall serve as a voting member of the Board of Directors for a period of one year. During that year the immediate Past President shall also perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.

2B. (Proposed wording and re-arrangement of text for purposes of clarity) Section 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise all of the business and affairs of the corporation. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in case where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and **the President shall be the second signatory on the NAKPEHE accounts.**

The President shall preside at all meetings of the members and the Board of Directors. The President shall appoint a parliamentarian with the approval of the Board of Directors. Also the President shall be ex-officio of all standing committees. **The President shall notify the membership regarding the results of the annual election by electronic correspondence sent prior to the conference.** When a new President assumes office, the retiring President shall become the immediate Past President and as such shall serve as a voting member of the Board of Directors for a period of one year. During that year the immediate Past President shall also perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.

D. Bylaws Edits

Edits to the Bylaws Article IX. Fiscal Year: The fiscal year was changed to reflect the current fiscal year.

Budget Implications:

None