

NAWCC INTERIM BOARD OF DIRECTORS ELECTRONIC MEETING PROCEDURES

DRAFT FOR APPROVAL DECEMBER 4, 2004

PREFACE

The appended procedures shall be used for conducting electronic meetings of the NAWCC Interim Board of Directors (“the Board”). Such meetings shall occur on the NAWCC Board of Directors Message Board (BOD MB) at URL <http://nawcc-bod.infopop.cc/eve/>. Unless otherwise stated, all references herein regarding posting of motions and other matters refer exclusively to the use of the BOD MB. ~~Three~~ **Two** procedures are included:

- A. Procedure for Conducting the Regular Monthly Electronic Meetings of the Board including certain parliamentary procedures.
- ~~B. Procedure for Voting on Motions for which a Waiver of 30 day Notice of Meeting is Requested.~~
- B.** Procedure for Suspension of Rules for Regular Monthly Electronic Meetings of the Board.

Other procedures may be added from time to time as deemed necessary.

DEFINITIONS AND UNDERSTANDINGS

The following definitions and understandings shall be used throughout all electronic meeting procedures adopted by the Board:

CALENDAR DAYS

Where calendar days are used to define discussion and voting periods, it is intended to mean full calendar days and not partial. The Chair shall specify the beginning and end of each calendar day period as needed in each procedure step.

DISCUSSION TOPIC TIMELINESS

In all procedures where a discussion topic is to be opened by the proposer, it is incumbent on the proposer to do so promptly to avoid undue delay. However, if a proposer has not posted by 6:00 p.m. on the first day of discussion, any Board member may open the discussion topic and one additional calendar day will be added to the discussion period.

EARLY VOTING

This is voting prior to the normal voting period, which can be done only if a Board member certifies to the Chair that he/she will not have Internet access during the voting period. This may be done by phone, fax, or E-mail. For record purposes the Chair will state his/her approval for an early vote on the voting topic.

MAJORITIES

In these procedures, three types of majority requirement apply:

1. First is the requirement when a motion topic requires a specified percentage majority of the full Board to pass, e.g. two-thirds in the case of an amendment to a Standing Rule. The full Board is all seated Directors including the Chair. To ensure there is no misunderstanding, the Chair will state the number of votes needed when the call is made to vote for each motion falling in this definition.
2. Second is the requirement for a specified majority of those voting, e.g. a two-thirds majority to pass a motion to suspend the rules. The minimum number of votes required shall be a quorum or the

motion will fail. Once a quorum is established the question will pass only on a two-thirds or greater majority of recorded votes when voting is closed. For such motions, the Chair will state “For the motion to pass a two-thirds majority of those voting is required; the total number of votes received must be not less than a quorum”.

3. Third is the requirement for a majority of those voting. The minimum number of votes required shall be a quorum or the motion will fail. Once a quorum is established, the question will pass or fail based on a majority of recorded votes when voting is closed. For such motions, the Chair will state: “For the motion to pass a majority of those voting will be required; the total number of votes received must be not less than a quorum.”

MEMBERS OF THE BOARD

Under the revised and restated Articles of Incorporation of the NAWCC, the Board of Directors is to consist entirely of Directors either elected or appointed, plus two non-voting ex-officio positions being the Executive Director and Legal Counsel. This is applicable to the Interim Board of Directors as well and in all references in these procedures, voting members of the Board shall be referred to as Director or Directors as appropriate.

NOTIFICATIONS

All Board Members are required to turn “ON” the “Notices” option in their personal profile space on the BOD MB (“My Space”). This will ensure that each Board member will receive positive notice of every posting made to the Forums on the BOD MB. Except for the initial posting of motions to the E-mail Board Forum, no other notices or reminders will be issued while business is in progress.

OFFICERS

The Officers of the Interim Board are the Chair, 1st Vice Chair, two 2nd Vice Chairs, Secretary, and Treasurer. These titles are used as appropriate throughout the procedures.

POSTING OF NOTICES, AGENDAS AND MINUTES

The Secretary shall be responsible for posting all notices, agendas, and minutes of electronic meetings of the Board to the NAWCC_NEWS. Specific instructions are shown in detail in the procedures following. When posting any notice, the Secretary’s Email address will be shown in the message, for the purpose of enabling the members to respond to the Board on any item posted. Each notice posted by the Secretary shall contain a statement that all responses received will be forwarded to the Board for their review.

QUORUM

For the purposes of all electronic meetings of the Board it is presumed that all Directors are present UNLESS they have previously notified the Chair in writing that they will be absent. If more than half the number of seated Directors is absent, a quorum cannot be established under the Bylaws and the meeting cannot be held.

PROCEDURE FOR CONDUCTING THE REGULAR MONTHLY ELECTRONIC MEETINGS OF THE NAWCC INTERIM BOARD OF DIRECTORS (Draft for Approval December 4, 2004)

A. Statement of Precedence and Application of Procedures

This procedure, adopted by the Board in the ~~October~~ December 2004 regular ~~monthly electronic~~ meeting, shall replace all previously approved procedures for regular electronic meetings of the Board and shall take precedence and apply to the conduct of all such meetings effective from the **date of approval by the Board.** ~~Effective Date of the merger of the NAWCC and the Museum.~~

B. Meeting Schedules and Notices

1) Schedules

The Board shall hold a regular monthly electronic meeting, subject to the conditions stated in this paragraph. Each meeting shall commence on the first calendar day of a month, and conclude on the 30th day of that month except for February, which will conclude on the last calendar day. The agenda for each monthly electronic meeting of the Board shall consist of one or more motions proposed by any Director except the Chair, and may include either old or new business. If no motions are proposed, there is no business to be conducted for that meeting, no agenda is required and the meeting will not be convened.

2) Notices

If no meeting is held, the Secretary shall place a notice to that effect on the NAWCC_NEWS, within four (4) calendar days of when the meeting would have otherwise commenced.

C. Summary Procedure

The following summary lists all steps needed to conduct a regular monthly electronic meeting. Please observe these steps for each new motion introduced for each meeting. Detailed procedures are provided in the next section.

- 1) Director (proposer) posts motion as a new topic (**Permission of Chair needed if posted less than five days prior to start of meeting**).
- 2) Another Director seconds the motion on the same topic.
- 3) Chair restates the motion **on the first calendar day of the month** and requests the proposer to start discussion on a separate new topic. No voting is permitted at this time.
- 4) Secretary posts agenda (all motions for the meeting) on the NAWCC_NEWS. Non-confidential backup materials shall be posted on the NAWCC eMART for Member viewing.
- 5) Proposer opens a new topic and discussion proceeds through the 24th of the month.
- 6) Chair closes discussion on the 24th and requests voting to start on the original motion topic.
- 7) Voting proceeds until closing on the 30th (February will be last calendar day).
- 8) Chair closes voting and Secretary records votes by name on the voting topic. Members not voting will be counted as absent.
- 9) Secretary reports results to NAWCC_NEWS and for Bulletin publication.

D. Detailed Procedures

The Summary Procedure above lists basic steps for conducting the meetings. Detailed procedures for each step including provisions for late posting of motions and early voting are as follows.

1) New Motions

- a. Each motion to be considered for a regular electronic meeting is to be posted as a separate new topic, ordinarily at least five (5) calendar days prior to the first day of the calendar month in which the electronic meeting is to occur. An email message from the proposer shall also be posted to the **E-mail** Board Forum stating that a new motion has been posted on the BOD MB.
- b. On request, and on approval from the Chair, a motion may be posted up to the last day prior to commencement of a regular electronic meeting.

2) **Seconding of Motions**

After posting of each motion, any Director except the Chair may second the motion on that same topic. **If no second is given the motion will fail and not be included on the agenda.**

3) **Restatement of Motions and Opening of Discussion**

On the first day of the electronic meeting, the Chair shall restate the motion(s) and request the proposer(s) to post a new topic for each motion, to enable discussion to commence on the first day of the calendar month in which the electronic meeting is being conducted. No voting is permitted at this time.

4) **Posting of Agenda and Backup Material**

Within four (4) calendar days of the beginning of each electronic meeting held, the Secretary shall post the agenda for that meeting on the NAWCC_NEWS, stating all motions being considered in full so the general membership may provide their comments to the Board during the motion discussion period. Non-confidential backup material if any will be posted as PDF files to Members Documents in the eMART for Members' information.

5) **Discussion of Motions**

The proposer of each motion will then open a new topic and present their position regarding their motion. Discussion of the motion(s) shall proceed on each respective topic through the 24th day of the meeting month, and closed at the end of that day. Any normal parliamentary procedure may be invoked during the discussion period including motions to amend, motions to table, etc. Specific procedures for these actions are provided in the next section.

6) **Close of Discussion and Opening of Voting**

At the end of the 24th day the Chair shall post a message on the discussion topic(s) declaring that discussion is closed and that voting may commence.

7) **Voting on the Motions**

The voting period shall commence on the 25th day of the meeting month and conclude on the 30th day, except for February, which will conclude on the last calendar day. All votes are then to be posted on the original motion topic(s), and may be changed or corrections made prior to the end of the voting period. For a vote to be counted, Directors must personally cast their vote on the BOD MB. NO other form of voting will be accepted. Votes may be cast prior to the 25th day of the meeting month only if the member certifies to the Chair that they will not have Internet access during the normal voting period. Otherwise, all early votes will be invalidated and removed and the member asked to vote again during the normal voting period.

8) **Close of Voting and Voting Summary**

At the end of the last day of the voting period, the Chair will post a message closing the voting. Immediately on closing of the voting period, the Secretary shall tally the votes and declare the result as the final message posted on each voting topic(s). Votes will be counted by name as yeas, nays, and abstentions. Any Director not voting will be counted as absent.

9) **Posting of Results**

The Secretary shall then post the results of the voting, including the Director voting record, on the NAWCC_NEWS within four calendar days following the close of voting. Copies of these messages shall also be forwarded to the Editor for publication in the next available Bulletin, and as such will become the official minutes of the subject meeting. No further approval or ratification is required.

E. Motions to Amend, Motions to Table and Other Parliamentary Procedures

Parliamentary motions made during discussion of any current motion are covered in this section. Motions to amend and to table are included, as well as withdrawal of motions. Other parliamentary procedures will be added as deemed necessary.

1) Motions to Amend

- a. A motion to amend may be made for any motion currently under discussion.

- b. Due to the limitations of this venue, such motion will need to be made within the first ten (10) calendar days of discussion. If amendment is proposed after this period the original motion should be withdrawn unless the original proposer and seconder are agreeable to accept a "friendly" amendment. In such case the motion will be considered as amended and discussion and voting will proceed normally, however the Chair will need to restate the motion as amended **on the original motion topic** prior to calling for the vote. Otherwise the original motion should be withdrawn, the premises discussed separately, and then presented as a new motion in a later meeting.
- c. A motion to amend must be notified on the original motion discussion topic and a new **motion** topic opened by the Director proposing the amendment. This must be seconded by another Director, restated by the Chair, and discussion opened for a five (5) calendar day period.
- d. The proposer of the amendment will then open a new topic for discussion of the amendment.
- e. The Chair will close discussion ~~on~~ **at the end of** the fifth day and **open** voting on the amendment ~~opened~~.
- f. Voting will proceed promptly on the amendment motion topic and will be closed when a majority is reached either for or against the amendment, **a quorum being required**. Directors not voting before closing may still ~~record~~ **post** their vote for record purposes.
- g. If the amendment is approved, the **Chair will restate the** motion ~~will be restated~~ as amended on the amendment discussion topic and discussion will continue on that topic for the balance of the discussion period. The original motion discussion topic will be locked by the Moderator to ensure no further discussion occurs there.
- h. If the amendment is defeated, discussion will then return to the **original motion** discussion topic ~~on the original motion~~. In this instance the Moderator will lock the amendment **motion and** discussion topics.
- i. The Chair will close discussion on the 24th day, either on the original or amended motion discussion topic as appropriate. The Chair will open voting on the original motion topic, however if the motion was amended the Chair must restate the motion as amended prior to calling for the vote. The vote will then proceed normally.

2) Motions to Table

- a. A motion to table may be made by any Director except the Chair for any motion currently under discussion.
- b. The Director proposing to table must first state on the discussion topic that he/she is making a motion to table, and immediately open a new topic for that purpose.
- c. The motion to table must be seconded by a Director other than the Chair, and restated by the Chair.
- d. Motions to table are not debatable thus voting will commence immediately. Voting will be closed when a majority is reached either for or against the motion to table, **a quorum being required**. Directors not voting before closing may still record their vote for record purposes.
- e. If the motion to table is approved, the Chair will so state on the original motion topic and no further action taken. If the motion to table is defeated, discussion and voting will resume on the original motion topic.

3) Withdrawal of Motions

Robert's Rules require general consensus of the deliberative body for a motion to be withdrawn once it is placed on the table and has been restated by the Chair (page 284 line 30, 10th Edition). Unless otherwise stated in these procedures, the following shall apply.

- a. After consultation with the Chair, the proposer of a motion shall post a request on the discussion topic for his/her motion, asking if there is any objection to withdrawal. If there are none the Chair shall state that the motion is withdrawn and all discussion will cease.

- b. If there is objection, discussion will continue to determine a consensus. The Chair shall decide whether to continue the motion or permit its withdrawal.
- c. The proposer may reintroduce the motion in a later meeting if it is withdrawn.

4) Recording of Votes and Reporting of Motions and Withdrawals

On close of voting for motions to amend or table, the Secretary will tally the votes and record the results as the final message posted on each voting topic. Votes will be recorded by name and by yeas, nays, and abstentions. Directors posting votes after the close will be reported, those not voting will be reported as absent. At the close of voting for the monthly electronic meeting, the Secretary will include the results in the report for each motion made to NAWCC_NEWS. If any motion is withdrawn, since it was included in the original agenda for that month's meeting the Secretary shall state only that it was withdrawn, with no other commentary.

5) Passing of the Gavel

NOTE: In electronic meetings, each instance of passing the gavel will apply ONLY to the motion for which the Chair desires to participate. All other motions on the agenda, if any, will proceed normally with the Chair presiding.

On occasion the Chair may feel compelled to enter into the discussion of a motion, and therefore must pass the gavel to a designated person. Robert's Rules state the gavel must be passed to an Officer (not including the Secretary or Treasurer) or a Chair Pro-Tem. The Chair Pro-Tem may be appointed by the Chair for that motion, or have been previously elected by the Board to serve as Chair Pro-Tem for an indeterminate period. To be eligible to receive the gavel the person designated must not be the maker of the motion on the table or have participated in the discussion of the motion, as that per se disqualifies them as being interested parties.

The following steps and requirements must be met:

- a. The Chair will designate an Officer to receive the gavel.
- b. If no Officer is eligible, the Chair will then choose the elected Chair Pro-Tem if there is one and that person is eligible, if not must appoint a Chair Pro-Tem. That appointment will be only for that motion. The person appointed must first agree to accept the appointment.
- c. The designated Officer or Chair Pro-Tem will receive the gavel and Chair the meeting until the question has been decided. He/she may not enter into the discussion, but may vote within the normal protocol applicable to the Chair.
- d. The Chair will participate in the discussion and vote when the question is called.

F. Minutes of Meeting and Effect

1) Minutes of Meeting

The proceedings of each meeting as reported by the Secretary to NAWCC_NEWS are the official minutes of the meeting, and do not require subsequent approval or ratification by the Board. In addition to NAWCC_NEWS these minutes are to be published in the next available Bulletin as official acts of the Board.

2) Effect of Approved Motions

All business conducted by this procedure shall be considered regular business of the Board and will not require ratification at any subsequent meeting. All motions passed in the meeting become effective on the first calendar day of the month following each meeting.

PROCEDURE FOR SUSPENSION OF RULES FOR REGULAR MONTHLY ELECTRONIC MEETINGS OF THE NAWCC INTERIM BOARD OF DIRECTORS (Draft for Approval December 4, 2004)

This procedure provides for suspension of **one or more** rules of a regular monthly electronic meeting **for any of several purposes, including but not limited to the following:** 1) To consider business requiring urgent attention of the Board **where suspension of rules for periods of discussion and voting are needed for reasons of timeliness (“fast track”),** 2) To consider motions presented after the beginning of any monthly meeting (untimely presentation), or 3) For any combination of the previous two or any other suspension of **specific** rules as necessary to enable the ongoing conduct of business. This procedure may only be implemented on approval of the Chair followed by a 2/3 majority vote of the **full** Board, as provided in Robert’s Rules 10th Edition.

A. Justification for Suspension of Rules and Approval of Chair.

The proposer(s) of any motion(s) for urgent business or other business requiring suspension of a rule or rules must request approval of the Chair and provide justification for the suspension of rules. Ordinarily this will be done prior to the beginning of a regular monthly electronic meeting; however there may also be circumstances in which a suspension of rules is needed after the commencement of a meeting. If the Chair agrees, proposer(s) will post the motion(s) as new topic(s) for the current regular monthly electronic meeting, also stating that a suspension of rules has been requested as well as giving a clear and concise reason for requesting the suspension. A message will also be posted for each motion on the **E-mail** Board Forum to ensure that all members are aware of this action.

B. Seconding of Motion(s)

Any Director except the Chair may second the motion(s), placing them on the agenda.

C. Motion for Suspension of Rules

The Chair will note approval of the request(s) and direct the proposer(s) to post motion(s) to suspend the rules as new topic(s). If there is more than one motion for which suspension of rules is requested, separate motions to suspend the rules are required so the Board will be able to decide each question on its own merits. **Each such motion MUST clearly state what rule or combination of rules is being requested for suspension.**

D. Seconding of Suspension Motion

Any Director except the Chair may second the motion(s) to suspend the rules.

E. Posting of Agenda

The Secretary will post the agenda of the monthly meeting to NAWCC_NEWS in the usual manner for a regular electronic meeting, including the motion(s) for which suspension of rules has been requested. These will be noted accordingly. **If a motion for suspension of a rule is made after the commencement of the meeting, such as untimely presentation of a motion, that motion should be reported separately to NAWCC_NEWS and the results later incorporated in the final minutes (see Item I, Reporting of Votes).**

F. Voting for Suspension of the Rules

The Chair shall restate the motion(s) to suspend the rules and open the topic(s) for immediate voting. This motion is not debatable and requires a 2/3 majority of ~~those voting (quorum applies)~~ **the full Board** for approval. Voting will remain open a minimum of three (3) calendar days. If the voting is not conclusive during the minimum period, voting will remain open until a 2/3 majority for the motion is achieved, or sufficient nay votes are received to preclude a 2/3 majority, or a total of seven (7) calendar days has passed whichever occurs first. Those not having voted at the close of voting may post their votes for record purposes.

G. Action on Failure or Approval of Motion to Suspend the Rules

- 1) If the motion to suspend the rules fails, the **following will occur:**
 - a) ~~original~~ **Motion(s) presented for the regular agenda for “fast track” consideration** will revert

to the normal monthly electronic meeting schedule and procedure unless withdrawn.

- b) Motion(s) presented for the sole reason of un-timeliness or for which un-timeliness is included (e.g. a “fast track” motion presented after the start of a regular meeting), will not be considered in the current meeting and must be presented in a later meeting.
 - c) Motion(s) presented for any other suspension of rules will fail, and the original motion(s) for which the suspension was requested will continue per the normal monthly electronic meeting schedule and procedures unless withdrawn.
- 2) If suspension of the rules is approved, the following will occur:
- a) For “fast track” consideration, the Chair shall restate the original motion(s) and ask the proposer(s) to open new topic(s) for discussion per Item H, Procedure for “Fast Track” Motion(s). ~~for a period of three (3) calendar days.~~
 - b) For untimely motion(s) not requesting “fast track” consideration, the Chair will restate the original motion(s) and ask proposer(s) to open new topic(s) for the remaining normal discussion and voting periods.
 - c) For untimely motion(s) also requesting “fast track” consideration, the Chair will restate the original motion(s) and ask the proposer(s) to open new topic(s) for discussion per Item H, Procedure for “Fast Track” Motion(s).
 - d) For motion(s) requesting any other type of suspension of rules, the Chair will restate the original motion(s), declare which rule(s) was suspended, and ask the proposer(s) to continue according to the conditions imposed depending on the rule(s)suspended.

H. Procedure for “Fast Track” Motion(s) Discussion of Motions

The following procedure applies ONLY to motion(s) for which “fast track” approval has been granted. All other motion(s) will follow either normal discussion and voting rules or be considered according to the specific rule(s) that have been suspended.

1) Discussion of Motion(s)

The proposer(s) post new topic(s) for discussion for a period of three (3) calendar days. No voting is permitted in the discussion period unless approved by the Chair on an individual basis.

2) Close of Discussion and Opening of Voting Period.

At the end of the third day, the Chair shall close discussion and open voting on the motion(s). Voting will remain open for a minimum of three (3) calendar days. If the voting is not conclusive during the minimum period, voting will remain open until a majority of those voting (quorum applies) is achieved either for or against the motion(s), or a total of seven (7) calendar days has passed whichever occurs first.

3) Close of Voting and Voting Summary

The Chair shall close the voting according to the previous item. The Secretary will tally the votes and report the result as the last message on the voting topic. Those not having voted by the close of voting may post their votes for record purposes.

I. Reporting of Results

~~Within four (4) calendar days of the close of voting,~~ For all motion(s) for which a suspension of rules has been considered, the Secretary shall report the results to the NAWCC_NEWS This shall also be included in the final report at the normal close of voting for the other motions considered in that month’s electronic meeting.