

## **AGENDA ITEM SUBMISSION FORM**

***Proposal:*** I move new Rules and Regulations, Para M be added to current Rules and Regulations, Para 1. BOARD ACTIONS AND BOARD MEETINGS, as follows:

M. When the Board of Directors meets to transact official business via teleconference, the following rules apply:

- (1) The Secretary shall deliver to each Director and the Business Manager an announcement of the upcoming meeting to include:
  - (a) date and time (CST or CDT as appropriate) for the meeting's start time
  - (b) expected duration
  - (c) agenda
  - (d) telephone number and access code for the meeting and the Host's name.
  - (e) a list of each Director and the Business Manager with their telephone number, email address and fax number as appropriate.
  - (f) The notices shall conform to the requirements of WA Statutes 24.03.009.
- (2) Prior to the meeting, the Secretary shall publish an announcement of the date and time of the scheduled meeting to the general membership.
  - (a) The Secretary shall deliver the information in (1)(a) through (d) to as many of the general membership as is reasonably practicable.
  - (b) Directors and the Business Manager are not required to be physically present at any specific location during the meeting.
- (3) One person, normally a Director or another authorized to attend closed sessions, will be appointed by the Presiding Officer as Host for the meeting. The Host is responsible for operating the web-based display Control Panel to include the following actions:
  - (a) Establish contact with the web service at least 15 minutes prior to the meeting time to ensure proper setup and operation by meeting time. Proper operation means that each Director and the Business Manager has the capability for continuous and simultaneous aural communication with each other.
  - (b) Have available a complete list of current Directors in order to ensure a quorum is on line and available for every vote. During deliberations, continuous availability of each Director is not required.
    - (i) The validity of the quorum may be established by personal recognition of each Director's voice or other reasonable means.
    - (ii) Any Director may question the existence of a quorum at any time by being recognized by the President. The Host shall immediately canvass the Directors individually and report results to the Executive Committee who shall determine validity of the results. That determination is final.
  - (c) Ensure the Secretary has the ability to call for and record each director's vote.
  - (d) Ensure that only Directors and the Business Manager are on line when the Executive Board calls for closed sessions.
  - (e) Provide the ability for the general membership to hear all open proceedings and to participate when recognized by the President.
  - (f) Ensure the meeting recording system is operational for the entire meeting and ensure the Secretary has prompt access to the recording after the meeting.

(g) In the event of a minor equipment malfunction, the Host shall regain connectivity as soon as possible to allow the meeting to continue. This event will not result in the meeting's adjournment but may be considered a recess.

(4) The Presiding Officer may establish reasonable guidelines that encourage full and orderly deliberations during the meeting to include those for recognizing Directors and members to speak in turn.

(5) In the event of an unavoidable major equipment malfunction such that effective Board connectivity is lost for more than 30 minutes, the meeting will be declared adjourned by the Presiding Officer. In this case, if deemed necessary by the Executive Board, a follow-on meeting may be scheduled at any convenient time that the Secretary can arrange between all Directors and the Business Manager. This meeting is limited in scope to completing unfinished items from the previously adjourned meeting. No additional announcement to the general membership is required for this meeting, but the Secretary shall take action to publicize its scheduled date and time so far as practicable.

(6) With the Presiding Officer's approval, Directors or members may send information electronically to other Directors and the Business Manager during the meeting. (There is no restriction on members transmitting among themselves during a meeting.)

(i) Email and fax are the only two allowable methods of delivery.

(ii) Include all Directors and the Business Manager as recipients, if they have the appropriate reception capability.

(iii) The information must be directly pertinent to the deliberations of the meeting.

(7) The Secretary shall obtain a recording promptly after the meeting and may use it as an aid in generating the official minutes. The Secretary may individually record the meeting as a backup procedure.

(8) These procedures are available for any NPGA committee to use. Committee Chairs should adjust the assignment of duties for each unique committee to meet the essential requirements as stated above. Advance notices are required only to committee members and can be no shorter than 3 days. The web based Control Panel will be made available by the Host to committee Chairs whenever it would not interfere with a Board meeting.

**Reasons:** This agenda item fulfills the tasking assigned by the Board in Jan 2013. It meets all the requirements of current law, our bylaws and RONR. This item offers an alternative meeting procedure while leaving all current procedures intact.

**Advantages:** This procedure allows an alternative method of conducting NPGA official business without expending the time and expense of personal travel by the Directors and Business Manager to a central location. It does not affect any current procedures for meetings—those all remain available for use.

It makes meetings by teleconference available to any NPGA committee that chooses to use tailor the procedures to its unique requirements.

**Disadvantages:** As with any new procedure, this can be expected to present some unintended consequences. Learning to conduct business outside of each other's physical presence may not be easy. This Committee has tried to anticipate all hazards, but has undoubtedly missed something—we just don't know what.

Meetings will likely have to be shorter and more numerous, since maintaining telephone contact for an entire day is likely not practical.

More care will be needed in preparation of motions and supporting information. It is not as easy to present new information in real time. Directors may find it helpful to remain close by their computers during meetings to accept new information in that way. In fact, directors will likely develop various techniques to cope with teleconferences.

***Financial Implications:*** If adopted, one Director and possibly the Business Manager will require additional telephone capability, meaning NPGA could be asked to pay for some additional cell phone minutes. As other individuals are elected, they may or may not have adequate telephone service in place.

R&R Para J. provides that all Board members are allowed to submit for Board approval any phone/postage expenses that are over and above normal duty for reimbursement. (Entered after 1984.). The Committee offers no opinion on whether upgrading a telephone system or paying for extra minutes is within the parameters of Para J.

This procedure allows meetings to be held and business conducted without individual travel to a central location. NPGA currently holds two regular business meetings annually. While the meeting held during the annual convention is unlikely to be affected, this procedure allows the Board to choose teleconferencing for all other meetings. The Board currently disburses approximately \$4-5,000 in reimbursable expenses for the January meeting.

***Submitted by:*** Stettler