



NAPMW BOARD OF DIRECTORS MEETING
October 14, 2015
GENERAL SESSION MINUTES

I. **CALL TO ORDER**

National Board Members Present

Kelly Hendricks National President
Nikki Bell National President Elect
Judy Alderson..... National Treasurer
Windee Falla National Secretary
Cathy Kantrowitz, CME National Vice President
Laurel Knight National Vice President

Parliamentarian and Administrators Present

Frances Reinhardt, GML, Past National President Parliamentarian
Vince Valvo, Agility Resources.....not present..... Executive Director

A. Roll Call and Quorum Confirmation: Following roll call a quorum was confirmed by President Kelly Hendricks. With notice of the meeting having been duly given, President Hendricks called meeting to order at 4:00 pm central time.

B. Welcome and Acknowledgement of Guests

Guests

Hulene Works, PNP
Jill Kinsman, PNP
Maureen McKovich, PNP
Candace Smith, PNP, CME, CMI
Mary Ellen Heathcote, PNP, MML, CME, CMI
Katheryn Farrell, National By-Law Committee Chair/Leadership & Procedures Chair
Jeanne Evans, CME National Finance & Budget Chair
Glenda Mooney
Tracey Groten

C. Agenda Approval: The agenda was approved as amended

D. The September 9th General Session Minutes: Minutes were approved as presented.

E. Designation of Minutes Review Committee:

- I. National Secretary Windee Falla
- II. National Treasurer Judy Alderson
- III. NVP Laurel Knight

II. **Financial Reports:**

- A. **Monthly Financial Reports:** As presented.
- B. **Year End Reporting:** The National 990 has been filed. Signature cards for 6 locals have not been received.

III. **ADMINISTRATIVE TEAM REPORTS**

A. **Agility Resources:** Nothing at this time.

IV. **WORKS IN PROGRESS | UNFINISHED BUSINESS**

A. **Change of Address:** Parliamentarian Reinhardt has filed with the State of Texas and applied with the State of Connecticut.

B. By-Law Changes-Motions presented during meeting are attached. Discussion of each motion was made with points of interest made by the National Board, Past National Presidents and guests. Amendments to articles are to be made for clarification.

Motion presented to National Board by President Elect Nikki Bell. Motion seconded.
Motion Carried.

Kaye Farrell, National By-Laws Chair will move forward to present to membership by November 30th.

V. **NEW BUSINESS:**

A. **Nothing at this time.**

VI. **COMMITTEE REPORTS:**

A. **Bylaws and Operating Procedures: Nothing to add at this time.**

B. **Education: Nothing at this time.**

C. **Potential Extensions: Report Accepted as Presented.**

D. **Financial Administrator: Report Accepted as Presented**

E. **Membership: Report Accepted as Presented**

F. **Education Conference: Nothing at this time.**

G. **Credentials: Nothing at this time.**

H. **Ethics: Nothing at this time.**

I. **Internal Audit: Nothing at this time.**

J. **Leadership Programs: Report Accepted as Presented**

K. **Services and Resources: Report Accepted as Presented**

L. **National Archives: Report Accepted as Presented**

M. **Nominating: Nothing at this time.**

N. **Marketing & Publicity: Update on upcoming conference.**

- O. **IML:** Committee is in discussion on revisions to Institute of Mortgage Lending. Discussion of session at National Education Conference. **Report Accepted as Presented.**
 - P. **Technology and Communication Administrator: Report Accepted as Presented.**
 - Q. **Awards:** Nothing to report.
 - R. **Partners in Progress: Report Accepted as Presented.**
 - S. **Corporate Membership Ad Hoc:** Nothing to report.
- VII. **ANNOUNCEMENTS:**
- A. Next board meeting will be November 11th at 4:00 cst
- VIII. **RECESS TO EXECUTIVE SESSION:** President Hendricks recessed the board to Executive Session at 5:56 pm cst.
- IX. **RECONVENE TO GENERAL SESSION:** President Hendricks reconvened the meeting back to General session at 6:32 pm cst
- X. **ADJOURNMENT:** President Hendricks adjourned the meeting at 6:33 pm cst.

Windee Falla
NAPMW National Secretary

Motions for Membership Voting:

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1) ARTICLE 3.3.a

CURRENT: Any person in the mortgage banking or related fields who satisfies the eligibility requirements of Section 3.1 who lives in a geographical location not within commuting distance to an existing Local Association, is entitled to membership as an Associate Member, upon written request to the National Board.

PROPOSED: Any person in the mortgage banking or related fields who satisfies the eligibility requirements of Section 3.1 who lives in a geographical location not within commuting distance to an existing Local Association, is entitled to membership as an Associate Member.

2) ARTICLE 3.3.b

CURRENT: Associate Members shall be without vote or representation.

PROPOSED: Associate Members shall be entitled to the full privileges of membership including the right to vote.

ARTICLE 3.4.a Corporate Members

CURRENT: New

PROPOSED: A company that has purchased a bulk membership package approved by the Board of Directors shall be deemed a Corporate Member. The corporation itself shall have no vote, but its employees covered by its level of membership shall be entitled to the full privileges of membership, including the right to vote. The Corporate Member must provide to NAPMW the full name, title and contact information of employees who shall enjoy NAPMW membership privileges, and the term of those privileges will be tied to the term of the Corporate Member. Such individuals will be identified as "National Members," and will not be required to be members of a Local Association, even if they live within commuting distance of an existing Local Association

3) ARTICLE 6.1.d.2

CURRENT: The officers shall serve for a term of one year.

PROPOSED: The officers shall serve for a term of two years, except the President and President-Elect who shall serve for a term of one year and shall automatically succeed to the Office of President of NAPMW at the conclusion of their term as President-Elect. The Secretary and Vice President of Area 1 shall serve for one year for 2016-2017 term and thereafter shall serve for two years. These two positions shall have elections for the terms ending in odd years. The Treasurer and Vice President of Area 2 shall serve for two years beginning with the elections for the 2016-2017 term. These two positions shall have elections for the terms ending in even years.

4) ARTICLE 8.1.b.1

CURRENT: The purpose of the Annual Meeting, to be held as part of the Annual Education Conference shall be to elect the National Officers of NAPMW and for the transaction of such other business as shall be legally brought before the Annual Meeting. Protocol to be determined.

PROPOSED: The purpose of the Annual Meeting, to be held as part of the Education Conference shall be to hear the annual reports of the Board of Directors and

Committees of the Corporation and the transaction of all business as shall be legally brought before the Annual Meeting.

NEW

ARTICLE 8.I.c ACTION WITHOUT MEETING

Any action which may be taken at any meeting of Members may be taken without a meeting. Voting Members shall receive a written ballot not less than ten (10) days prior and not more than thirty (30) days prior to the ballot return date. Ballots may be sent by electronic transmission by the corporation and responses may be returned to the corporation by electronic transmission. Voting by proxy shall not be permitted.

5) ARTICLE 9;1.a.2

CURRENT: The nominating Committee shall submit the slate of nominees in writing to the National Board of Directors to be included with the Call to the National Annual Meeting.

PROPOSED: The Nominating Committee shall submit the slate of nominees in writing to the National Board of Directors not less than thirty (30) days prior to the date of electronic balloting.

6) ARTICLE 9;1;a.3

CURRENT: Nominations shall be permitted from the floor by a member of the voting body.

PROPOSED: Delete in its entirety as there will be no nominations from the floor.

7) ARTICLE 9;2.a.1

CURRENT: Shall be elected by written ballot at each National Annual Meeting.

PROPOSED: Shall be elected by written ballot sent by electronic transmission or in person, as determined by the National Board of Directors.

NEW: BALLOTING

ARTICLE 9.3.d

PROPOSED: Balloting via electronic transmission is explicitly authorized.

8) ARTICLE 14.1.b

CURRENT: Proposed amendments shall be received by the National Board ninety (90) days or more prior to the first day of the National Annual Meeting.

PROPOSED: Proposed-amendments must be submitted to the National Board thirty (30) days or more prior to scheduled transmission of any written ballot.

9) ARTICLE 14.2.a

CURRENT: These Bylaws may be amended at any National Annual Meeting by two-thirds (2/3) vote.

PROPOSED: These Bylaws may be amended by a majority vote of the membership.

10) ARTICLE 14.2.b

CURRENT: When action is necessary between National Annual Meetings a mail vote may be taken on proposed amendments.

PROPOSED: Delete in its entirety as voting can take place at any time, no longer need a clause for outside of annual meeting.

11) ARTICLE 14.3.a

CURRENT: Any amendments to the Bylaws adopted at a National Annual Meeting shall become effective upon adjournment of the National Annual Meeting unless otherwise specified, and shall be binding on all Local Associations.

PROPOSED: Any amendments to the Bylaws shall become effective immediately upon adoption unless otherwise specified and shall be binding on all Local Associations.

12) ARTICLE 14.3.b

CURRENT: Any amendments to the By-laws by a mail vote shall become effective immediately upon adoption.

PROPOSED: Delete in its entirety as it is redundant.

13) ARTICLE 14.5.b

CURRENT: At the time of suspension of any and/or all of the provisions of these By-laws as provided for in paragraph a. above, temporary provisions for continued operation of NAPMW may be presented for use during a transition and evaluation period of not less than one (1) year.

PROPOSED: At the time of suspension of any and/or all of the provisions of these Bylaws as provided for in paragraph a. above, temporary provisions for continued operation of NAPMW may be presented for use during a transition and evaluation period of not less than ninety (90) days.

14) ARTICLE 14.5d

CURRENT: At the end of the transition period, the National Board and Bylaws Committee will compile a report to the membership outlining its recommendations as how best to restructure NAPMW in a more streamlined manner to insure the continued existence of NAPMW for the future to be voted on by the delegates.

PROPOSED: At the end of the transition period, the National Board and Bylaws Committee will compile a report to the membership outlining its recommendations as how best to restructure NAPMW in a more streamlined manner to insure the continued existence of NAPMW for the future to be voted on by the membership.