

NAPMW BOARD OF DIRECTORS MEETING

September 9, 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
PNP Jill Kinsman for Laurel Knight National Vice President

Parliamentarian and Administrators Present

Frances Reinhardt, GML, Past National President Parliamentarian
Julie Cleary for Vince Valvo, Agility Resources 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 4:01 pm central time.

B. Welcome and Acknowledgement of Guests

Guests

Jill Kinsman, PNP
Laurie Abshier, PNP
George Light, Austin
Lauren Layman, OKC
Kay Talley, Raleigh Triangle
Jeanne Evans, CME National Finance & Budget Chair
Glenda Mooney, Greater St. Louis
Deanna Mellas, Houston
Maureen McKovich, PNP, GML

C. Agenda Approval: The agenda was approved as amended.

D. The August 12th General Session Minutes: Minutes approved as amended.

The July 8th General Session Minutes: Minutes were not approved pending motions from President Elect Nikki Bell

E. Designation of Minutes Review Committee:

- I. National Secretary Windee Falla
- II. Parliamentarian Frances Reinhardt
- III. NVP Cathy Kantrowitz

II. Financial Reports:

A. **Monthly Financial Reports:** As presented.

B. **Year End Reporting:** The National end of year was submitted to the CPA for review, once review was completed it will be submitted to file 990. Jeanne Evans will follow up on.

III. ADMINISTRATIVE TEAM REPORTS

- A. **Agility Resources:** As presented in report.

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

- A. **Change of Address:** Parliamentarian Reinhardt should have forms completed by the end of September.

V. **NEW BUSINESS:**

- A. **Proposed By-Law Changes-See Attached Motion by NVP Cathy Kantrowitz. By-Law Committee Chair will be presented on next call. Motion Carried.**

VI. **COMMITTEE REPORTS:**

- A. **Bylaws and Operating Procedures: Accepted as reported and presented.**
- B. **Education: Report Accepted as Presented.** Further explanation on an opportunity with Mortgage Educators.com regarding webinars for the NAPMW membership.
- C. **Potential Extensions:** All areas are being worked on. Nashville highest perspective. **Report Accepted as Reported.**
- D. **Financial Administrator: Report Accepted as Presented**
- E. **Membership:** Jill Kinsman, PNP – Current membership is 696 members. **Report Accepted as Presented. Motion by Membership Chair Jill Kinsman “I move to make a motion to have a National membership contest with 4 levels of prizes. The levels to be: \$450, \$300, \$200 and \$100 totaling \$1,050.00 to come from the Membership budget line item for the time period of October 1, 2015 to February 1, 2016. Winners will be announced on the February National Board Conference call”. Motion made by committee. Motion carried.**
- F. **Education Conference: Report Accepted as Presented.**
- G. **Credentials:** Nothing to report.
- H. **Ethics:** Nothing to report.
- I. **Internal Audit:** Kelly Byers working on Phoenix closure.
- J. **Leadership Programs:** LEAP will begin September 24th, the first portion will be a webinar starting at 6pm cst lasting one to one and half hours. Currently, 29 registered. **Report Accepted as Presented**
- K. **Services and Resources:** Nothing to report.
- L. **National Archives:** Nothing to report.
- M. **Nominating:** Nothing to report.
- N. **Marketing & Publicity: Report Accepted as Presented**
- O. **IML:** Committee formed of Maureen McKovich, Candace Smith, PNP and Mary Ellen Heathcote, PNP. Motions from previous session are posted to NAPMW website. The

NAPMW website will be updated to reflect changes to IML. Currently, committee is reviewing changes to IML from 2008 GML text, working on ways to locate designees, possible advertisement in NMP magazine from NAPMW to locate designees, possibility of IML Facebook page and it has been requested that IML be referred to The Institute of Mortgage Lending. **Report Accepted as Presented.**

- P. **Technology and Communication Administrator: Report Accepted as Presented.** At the request of the NAPMW store in order to fulfill orders for NAPMW pins with the correct logo, it was agreed that an order for the pins should be placed. Motion by President Elect Nikki Bell, "I move that we order 300 pins under the presented invoice from the Technology committee". **Motion Seconded. Motion Carried.**
- Q. **Awards:** Nothing to report.
- R. **Partners in Progress: Report Accepted as Presented.**
- S. **Corporate Membership Ad Hoc: President Elect Nikki Bell will work with committee to move forward. The first Corporate Membership has been committed by REMN Wholesale. Concerns of how dues will be amortized. A motion will follow on how dues will be posted. President Elect Nikki Bell motioned "I move that we give REMN Wholesale three courtesy months of corporate membership for the 2015 year". Motion Seconded. Motion Carried.**
- VII. **ANNOUNCEMENTS:**
- A. Next board meeting will be October 14th at 4:00 cst
- VIII. **RECESS TO EXECUTIVE SESSION:** President Hendricks recessed the board to Executive Session at 5:02 pm cst.
- IX. **RECONVENE TO GENERAL SESSION:** President Hendricks reconvened the meeting back to General session at 5:38 pm cst
- X. **ADJOURNMENT:** President Elect Nikki Bell moved to bring forward all action items from Executive session to General Session.
Motion by National Secretary Windee Falla "I move that we reimburse the members of the NAPMW Phoenix their membership dues as the dues were received after the association surrendered local charter in the amount of \$20 to each".
Motion Seconded. Motion Carried.

Having no other business, President Hendricks adjourned the meeting at 5:39 pm cst.

Windee Falla
NAPMW National Secretary

PROPOSED BY-LAW MOTION:

MOTION: I move that we suspend the following sections of the bylaws for a time period not to exceed 90 days.

Article XI- Amendments

14.1a and b

14.2 a and b

14.3 a and b

14.5 b

Additionally, during this period the national board will review the following articles.

Article 3- Membership- To include the addition of corporate membership and all member category voting rights.

Article 6.1d -Officers Tenure- National Board of Directors to evaluate a staggering board to serve two year terms.

Article 8.1- Meetings Annual meeting due to voting clauses

Article 9 - Nominations, Elections and Balloting

DISCUSSION: For the transition period the national board will work with our attorney at Simplicity Law to rewrite Article 14 to accommodate electronic voting. Also, the one member one vote instead of the delegate voting will be addressed.

The proposed changes will come before the National Board prior to the November Board of Directors meeting and placed out for voting to all regular members who have voting rights pursuant to the current bylaws for approval or declination.

The results of the vote shall be announced on the December Board of Directors call.

Motion Seconded. Motion Carried.

ARTICLE XIV- AMENDMENTS

14.1 Proposed Amendments

- a. Amendments to the National Bylaws may be proposed only by the National Board.
- b. Proposed amendments shall be received by the National Board ninety (90) days or more prior to the first day of the National Annual Meeting.

14.2 Voting

- a. These Bylaws may be amended at any National Annual Meeting by two-thirds (2/3) vote.
- b. When action is necessary between National Annual Meetings, a mail vote may be taken on proposed amendments.

14.3 Effective Date

- a. 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.
- b. Any amendments to the Bylaws by a mail vote shall become effective immediately upon adoption.

14.5 Suspension of Bylaws

- b. 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 one (1) year.