



**2021 WOMEN'S COUNCIL NATIONAL GOVERNING BOARD MINUTES
ANNUAL CONFERENCE
Sunday, November 14th 7th, 2021 — 10:00 am to 11:30 am**

Disclaimer: Minutes approved by First Vice President Chris Pelkola Lee and the leadership team on December 6, 2021, signatures are omitted for privacy purposes. Minutes are posted online immediately following approval

Chair: 2021 National President Pamela Banks (FL).

The meeting was called to order at 10:01am by President Banks. With 84 Governing Board members signed in, a quorum was present.

In lieu of the **Pledge of Allegiance** and **Inspiration**, a flag ceremony was done

Meeting Ground Rules — 2021 National President Pamela Banks

President Banks reviewed the ground rules for the Governing Board Meeting. The ground rules were approved as read.

The Leadership Team reported that the May Governing Board minutes were approved as written.

Approval of Agendas — 2021 National President Pamela Banks

The Main Agenda and the Consent Agenda were approved without objection.

CREDENTIALING BYLAWS CHANGES BEGIN (below)

A credentialing initiative was done and duly advised in eConnect 30 days ahead of the meeting via a special communication.

Note, the below minutes will show bylaws cleanup in indented typeface with changes in red, so that the reader can see firsthand the actual bylaws changes in a highlighted format in a different font, with associated strikethroughs and insertions

Motion #1: Bylaws Amendments to Article VII - Section 3A & E
Section 3 A & E:

The President shall appoint all committee chairpersons and committee members, except the Nominating Candidate Review Committee. All appointments of committee chairpersons shall be subject to approval of the Governing Board ~~and~~ ~~†~~The President shall be an ex-officio member of all committees (except Nominating Candidate Review Committee).

~~†~~ Where applicable in, in States where there is no State Network the National Liaison of the Women’s Council will appoint one State Liaison taking into account recommendations from Active members in the State and ratified by the national leadership team as per Women’s Council policy
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Motion #2: Bylaws Amendments to Article VII, Sections C and H

C) In the event of a vacancy in the office of President-elect caused by a vacancy in the office of President, the members of the Nominating Candidate Review Committee shall submit the name of at least one ~~nominee~~ Eligible Candidate to the President. A special meeting of the Governing Board will be called for an election. Ballots giving the name or names of nominees shall then be mailed to all members of the Governing Board by the Executive Vice President with instructions for voting. An affirmative vote of a majority of the entire Governing Board shall be necessary to elect. The President-elect who fills a vacancy in that office shall automatically become President-elect for a full term after completion of the unexpired term as President-elect. In the event a vacancy in the office of President-elect is not caused by a vacancy in the office of President, the members of the Nominating Candidate Review Committee shall submit the name of at least one ~~nominee~~ Eligible Candidate to the President who shall present it to the Governing Board for approval. An affirmative vote of a majority of the Governing Board shall be necessary to elect. This President-elect who fills this type of vacancy shall automatically become President after completion of the unexpired term of President-elect.

~~(H) In the temporary absence of the chairman of the Nominating Committee or the Past Presidents’ Advisory Committee, a chairperson pro-tem shall be elected by a majority vote of the members present.~~

Motion #3 : to amend the bylaws Article IX (9) - NOMINATIONS, Sections 1, (A), (B), (C), (D), (E), (F), (G), (H), Section 2 (a) and Section 3, Section 4 and Section 5 as follows:

ARTICLE IX – ~~NOMINATIONS~~ CANDIDATE REVIEW COMMITTEE

Section 1: There shall be a Nominating Candidate Review Committee of ~~nine-ten-(10)~~ members elected and appointed as follows: seven of which shall be elected in the following manner; Two members and two alternates elected by the governing board at the midyear meeting.

~~Two members and two alternates elect3ed by the executive committee at the midyear meeting~~

~~Three National Liaisons elected by the membership at the Midyear Business Meeting~~

- *Chair (Most Immediate Past President willing & able to serve)*
- *Immediate Past Chair*
- *Two (2) members of the National Governing Board elected from and by the National Governing Board at the Midyear meeting*
- *Two (2) National Executive Committee members elected from and by the National Executive Committee at the Midyear meeting*
- *Three (3) National Liaisons elected at the Midyear meeting*
- *One (1) active Past National President appointed by the Past National Presidents' Advisory Committee on or before the Midyear meeting*

A pool of five (5) Alternates is also to be established, elected and appointed as follows:

- *Two (2) from National Governing Board elected from and by the Governing Board at the Midyear meeting*
- *Two (2) from National Executive Committee elected from and by the National Executive Committee at the Midyear meeting*
- *One (1) active Past National President appointed by the Past National Presidents' Advisory Committee on or before the Midyear meeting*

(A) Nominees Candidates for the Candidate Review Committee and alternates-Alternates must have attended at least two of the four previous national meetings. Such members shall not include past National Presidents of the Women's Council. Candidates being considered by the Nominating-Candidate Review Committee for a line office, and also any other national office contested by the time of the Annual Convention, shall not serve as members of the Nominating Candidate Review Committee.

(B) ~~One past President and two alternate past Presidents, shall be appointed by the Past Presidents' Advisory Committee to serve on the Nominating Committee. The alternates shall be designated as 1st past Presidents' alternate and 2nd past Presidents' alternate shall serve as needed in the order.~~

(C) The members of the Nominating Candidate Review Committee shall serve from the time of the Midyear meeting election until the Midyear meeting election in the subsequent year.

(D) The immediate past President of the Women's Council, presiding at the time of the opening of the Women's Council's Midyear Business Meeting shall serve as chairperson of the Nominating Candidate Review Committee. If the Chair is unable to serve, the national President of the Women's Council shall appoint a Past National President able to Past National President Alternate shall serve as chairperson of the committee; except that i In no case shall the same person serve as chairperson for two successive years. Upon vacancy of any other member of the Committee, the National President of the Women's Council shall appoint a replacement from the pool of Alternates.

(E) Nominating Candidate Review Committee members and all αAlternates who have served, except past Presidents and their Alternates, shall not be eligible to serve the subsequent term as either a committee member or an αAlternate.

(F) If an αAlternate replaces a member, the Alternate continues to serve unless the αAlternate is unable to do so, in which case the original member, at the original member's option, may be reinstated.

~~(G) Should neither representative from a region be able to serve, the State Liaison of that region may meet and choose an alternate committee member to complete the term. This member, also, may not serve a subsequent term.~~

~~(H) If at least two of the four past Presidents appointed cannot serve, the Past President' Advisory Committee may meet and appoint past President(s) to fill the vacancies.~~

Section 2: (A) It shall be the duty of the Nominating Candidate Review Committee to select at least one candidate for each office of the Women's Council. The slate shall be posted prior to the final Governing Board meeting of the Annual Convention. The membership shall be given notice of the slate of nominations on or before January 15. determine candidate eligibility for all Elected Offices and provide a list of Eligible Candidates to the Women's Council members and voting delegates by the Notification Date.

(B) Other duties related to the election and rules may be assigned to the Candidate Review Committee as determined by the Executive Committee.

Section 3: After the President has presented the report of the Nominating Committee, any voting delegate may nominate individuals before the election. All Potential Candidates must file an application declaring the office to which they seek to be elected and submit to the credentialing process as per the Campaign and Election Rules Policy. Applications must be submitted within the published time period and no members shall be permitted to run from the floor and bypassing the credentialing process.

~~Section 4: No name shall be placed in nomination without the written consent of the nominee.~~

~~Section 5: The Nominating Committee may hold, on its own motion, such meetings as it may deem necessary to complete the slate of nominees prior to the last meeting of the Women's Council's Annual Convention.~~

Motion #4 that the staff be authorized to correct article and section designations, punctuation, and cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of the Council in connection in these amendments to the national bylaws.

Nominating Committee Report.

Chair Brenda Lee Szlachta read the nominating committee report as follows:

- President Elect: Kerri Hartnett (OR)
- First Vice President: Tammy Noll (GA)
- Treasurer: Cheryl Keller (CA)

National Liaison candidates: Kim Sitton, Regina Scott, Rosanna Garcia

Candidates all gave verbal speeches, both slated and candidates running from the floor.

Finance & Budget Report—2021 Treasurer Kerri Hartnett

Kerri Hartnett reviewed the 2021 3rd quarter financial statements and the 2022 budget which was unanimously approved.

President Banks asked the Women's Council liaisons to NAR to provide reports.

New Business

There was no new business.

Adjournment

The meeting was adjourned at 11:47am.