

## **Minutes of the ATD Tulsa Chapter Board Meeting**

Friday, May 5, 2017

12:00 p.m. to 1:30 p.m.

This meeting was held at ROKA 1616 S. Utica in Tulsa, OK.

### **Call to Order**

President Lorinda Schrammel called the meeting to order at 12:11 p.m.

### **Roll Call**

Lorinda Schrammel, President  
Walt Hansmann, CPLP, VP of Administration  
Skip Eller, VP of Finance  
Shelby Morris, VP of Marketing  
Kara Schatz, VP of Membership  
Lewana Harris, VP of Programming  
Cathy Fox, VP of Accommodations  
Jim Spradlin, At-Large Director  
Jeremy Smith, At-Large Director

### **Absent**

Linda Jenkins, President-Elect  
Larry Straining, CPLP, Immediate Past President  
Mary Parker, VP of SIGs and GIGs  
Zac Davis, VP of Digital Media  
Adam Barrow, At-Large Director  
Greg Kittinger, At-Large Director

9 of 15 board members were present. A quorum was established.

### **Approval of the Agenda**

Cathy moved, Shelby seconded approval of the agenda. MOTION CARRIED.

### **Approval of the Minutes of Previous Meetings**

Skip moved, Jim seconded approval of the meeting minutes from April 7, 2017 Board Meeting. There was one typo corrected in item E, changing Lorinda to Shelby. MOTION CARRIED.

### **Treasurer's Report**

Cathy moved, Shelby seconded approval of the May treasurer's report. MOTION CARRIED.

### **Old Business**

- A. Lorinda discussed a field trip to Consumer Affairs. Scott Cooksey is the contact. Probably to be scheduled in June or July.
- B. Phil Wilson has offered to facilitate a half-day workshop on Approachable Leadership. This would be in addition to, and separate from, a monthly chapter meeting. Details are being finalized.

### **New Business**

- A. Electronic Voting Bylaw Amendments. The Bylaws and Policies Committee has been preparing amendments to the Bylaws to facilitate electronic voting. Currently, the majority of members are disenfranchised, in that only the members present at the meeting where elections, or Bylaw

Amendments are considered, are eligible to vote. These amendments seek to eliminate in-person voting, and switch to electronic voting to allow all members who wish to cast a vote are able to do so electronically. (NOTE: Strike through indicates deletions, underline indicates changes or additions. For ease of viewing, changes are highlighted in yellow.) These are the amendments to be sent to the members and voted upon in August:

## ARTICLE IV - GOVERNING BODIES

### ~~SECTION 4.3 QUORUM OF THE MEMBERSHIP~~

~~A quorum of the Membership shall consist of a minimum of twenty percent (20%) of the Members in Good Standing present at a meeting announced by official notice itemizing the business to be transacted.~~

### SECTION 4.4 ~~4.3~~ CONDUCT OF MEETINGS

The rules contained in *Robert's Rules of Order Newly Revised* shall govern the Corporation and its constituent parts in all cases to which they are applicable and consistent with these Bylaws and Policies and Procedures. If the Vice President of Administration does not serve as Parliamentarian during their term, the President may appoint a Parliamentarian who shall serve at the pleasure of the President during the term of the President appointing the Parliamentarian. The Parliamentarian shall be a member who has appropriate qualifications and experience with respect to parliamentary procedure as well as the Bylaws and Policies and Procedures of the Corporation. Unless otherwise qualified, an appointed Parliamentarian shall be an ex-officio, non-voting member of the Board of Directors, the Bylaws and Policies, and Procedures Committee.

## ARTICLE VI - ELECTIONS

### SECTION 6.1 NOMINATIONS

- A. Not less than ninety (90) days before the ATD Chapter Leaders Conference (ALC), under the direction of the President, written notice shall be provided to all Corporation Members that nominations are being accepted for the following offices:
  - 1) President-elect;
  - 2) All-Vice Presidents, as determined necessary by the Board of Directors, as described herein;
  - 3) At-Large Directors (if it is deemed by the Board of Directors that such positions are needed)
- B. Written nominations must be received by the Corporation Vice President of Administration at least forty-five (45) days before the ATD Chapter Leaders Conference (ALC).
- C. In the event that less than two (2) candidates for any office shall be properly submitted, as herein provided, to the Elections Committee, then as to such office, the provision for nominations thirty (30) days in advance of the Election Meeting shall be waived and proposals for such office shall be received at the Elections Meeting up to an hour to be fixed by the Board of Directors.

### SECTION 6.2 ELECTIONS COMMITTEE

There shall be an Elections Committee of five (5) Individual Members who shall be appointed by the President and confirmed by a majority of the Board of Directors from a list of nominees submitted by the Board of Directors. A person to be appointed to the Elections Committee must have attended no less than four (4) monthly meetings in the preceding twelve (12) months prior to nomination to the Elections Committee. The President shall appoint a chairman chair and secretary of the committee from its membership. All vacancies shall be filled in the same manner as prescribed for appointment.

## SECTION 6.3 DUTIES AND RESPONSIBILITIES

- A. The Elections Committee shall consider only those members for the various offices who are so recommended.
- B. The Elections Committee shall examine the qualifications and place in nomination the names of all eligible candidates for the office of President-Elect; and for the eight (8) office of Vice-President other board offices as described in these bylaws.
- C. The Elections Committee shall have the duty of formulating and publishing regulations to the elections rules, interpreting and enforcing such regulations and the elections rules, including regulations adopted by the Board of Directors.

## SECTION 6.9 AUTOMATIC WITHDRAWAL

During the election for President-Elect, the candidate who receives the lowest number of votes on three (3) consecutive ballots shall be automatically withdrawn from the election for all succeeding ballots until three (3) candidates remain in contention, after which time no candidate shall be required to withdraw from the election. Balloting shall continue until one (1) candidate receives a majority of the votes cast.

## SECTION 6.10 VOTING RULES

- A. During the election for Members of the Board of Directors, the candidate who receives the majority of the votes cast for each office shall be declared the winner.
- B. In the event that two or more candidates for the same office receive an equal number of majority votes, a run-off election between these candidates shall be held within 30 days of the certification of election results. The same procedures shall be followed as prescribed by the bylaws.

## ARTICLE VII PRESIDENT

### SECTION 7.1 DUTIES AND RESPONSIBILITIES

- A. The Corporation shall have a President who shall have served the immediately preceding term as President-Elect, or, in the absence of a qualified President-Elect, who shall be elected by a majority of the votes cast at the annual election meeting. The President shall be an Individual Member of the Corporation who has served a full term as a member of the Board of Directors of the Corporation. The President shall not have served a full term as President during the preceding year before the commencement of the term.

## ARTICLE XXII AMENDMENTS

### SECTION 22.1 AMENDMENTS

- A. These Bylaws may be amended by a two-thirds (2/3) majority vote of the Members in Good Standing delegates at any meeting of the Corporation who cast an electronic ballot during the appointed voting period, provided a copy of the proposed amendment has been sent, together with written notice of the time and place of such meeting, process for voting, to each member at least twenty-one (21) days prior to such meeting, a vote. Immediately prior to a meeting vote of the Corporation, the Board of Directors may, pursuant to three-fourths (3/4) majority vote, waive the requirement of prior written notice called for above.

**MOTION CARRIED**

- B. The Bylaws and Policies Committee also proposes the following amendments to membership categories and fees, which will become effective January 1, 2018.

### **SECTION 3.9 MEMBERSHIP FEES**

#### **Policy 3.9.1 Categories of Membership.** (Adopted 05-05-2017) (Effective 01-01-2018)

There shall be ~~three (3)~~ **four (4)** categories of ATD Tulsa Chapter membership. Those categories shall be: ~~Regular Membership, Student Membership, and Business.~~ **Associate Membership (Chapter Member Only); Power Membership (National and Chapter Member); Associate Student Membership (Chapter Member Only); Power Student Membership (National and Chapter Member).**

#### **Policy 3.9.2 Regular Associate Membership fees** (Adopted 05-05-2017) (Effective 01-01-2018)

~~Regular~~ **Associate** Membership fees shall be ~~\$40~~ **\$75** annually.

#### **Policy 3.9.3 Power Membership fees**

Power Membership fees shall be \$50 annually to the chapter, and shall require verification of National Membership for this fee to be applicable.

#### **Policy ~~3.9.3~~ 3.9.4 Associate Student Membership fees** (Adopted 05-05-2017) (Effective 01-01-2018)

Student Membership fees shall be ~~\$20~~ **\$25** annually. Student membership will be granted pursuant to Policy 3.4.1 and payment of membership fees.

#### **Policy ~~3.9.3~~ 3.9.5 Power Student Membership fees** (Adopted 05-05-2017) (Effective 01-01-2018)

Student Membership fees shall be ~~\$20~~ **\$25** annually. Student membership will be granted pursuant to Policy 3.4.1 and payment of membership fees. **Power Student Member status shall require verification of National Membership for this fee to be applicable.**

#### **Policy ~~3.9.4~~ 3.9.6 Business membership fees** (Adopted 05-05-2017) (Effective 01-01-2018)

Business membership fees shall be established at a later date.

#### **Policy ~~3.9.5~~ 3.9.7 Regular Associate Membership renewals** (Adopted 05-05-2017) (Effective 01-01-2018)

~~Regular~~ **Associate** Membership renewals shall be ~~\$40~~ **\$75** annually and are due by the anniversary date of the previous membership fee payment.

#### **Policy 3.9.8 Power Membership renewals** (Adopted 05-05-2017) (Effective 01-01-2018)

Power Membership renewals shall be \$40 ~~\$50~~ annually and are due by the anniversary date of the previous membership fee payment, and shall require verification of National Membership for this fee to be applicable.

#### **Policy ~~3.9.6~~ 3.9.9 Associate Student Membership renewals** (Adopted 05-05-2017) (Effective 01-01-2018)

**Associate** Student Membership renewals shall be ~~\$20~~ **\$25** annually and are due by the anniversary date of the previous membership fee payment, and are subject to policy 3.4.1.

#### **Policy 3.9.10 Power Student Membership renewals** (Adopted 05-05-2017) (Effective 01-01-2018)

**Power Student Membership renewals shall be \$25 annually and are due by the anniversary date of the previous membership fee payment, and are subject to policy 3.4.1, and shall require verification of National Membership for this fee to be applicable.**

**Policy 3.9.7 3.9.11 Business membership renewals** (Adopted 07-11-2014)

Business membership renewals shall be established at a later date and due annually by the anniversary dates of the previous membership fee payment.

**ARTICLE XII – VICE PRESIDENT OF MEMBERSHIP**

**SECTION 12.1 – DUTIES AND RESPONSIBILITIES**

**Policy 12.2.3 – Power Membership Approvals**

The Vice President of Membership shall be responsible for verifying and applicant's request for Power Membership by confirming a current membership with ATD International via telephone or e-mail, or using a copy of the ATD International regional membership roster not more than 60 days old. Verification is require for new member applicants, as well as renewing members.

**MOTION CARRIED**

- C. In order to streamline and provide guidance for aging accounts receivable, the creation of the following policy is proposed with execution upon approval by the Board of Directors.

**Section 20.1.3.4.4 Collection of Past Due Receivables**

ATD Tulsa will continue to accept membership and event registrations with invoice due within 30 days of receipt, while striving to maintain current accounts receivable. The following procedures shall be executed for accounts receivable:

1. The VP of finance and his or her committee members shall e-mail invoiced members or guests with invoices past due 31 days an additional copy of their invoice with a polite reminder and request for payment.
2. The VP of Finance and his or her committee members shall e-mail of call (at their discretion) and request payment from members with invoices 60 days past due.
3. The VP of Finance shall send members or guests with invoices 90 days past fur a copy of the invoice and a letter of payment request via United States Postal Service.
4. Once an invoice is 120 days past due, collection efforts shall cease, and the membership of that individual with a past-due invoice will be suspended until payment. A notation on this member's account shall be made indicating the invoice number, the amount past due, and a detailed description of the invoice. The member will no longer considered to be in Good Standing.
5. At 180 days past due, the member's account with past due invoice shall be closed and archived, and the invoice shall be voided. The member will no longer considered to be in Good Standing.

**MOTION CARRIED**

**Announcements**

Each Board Member present presented an update on their area of responsibilities.

**Adjournment**

Skip moved, Jeremy seconded adjournment. MOTION CARRIED. The meeting was adjourned at 1:39 p.m.

Respectfully submitted by Walt Hansmann, CPLP