

NORTH AMERICAN VEXILLOLOGICAL ASSOCIATION
Minutes of the Annual Meeting
Saturday, 11th October, 1997

The Annual Meeting of the North American Vexillological Association (NAVA) was called to order at 8h35 in the Hubbard Room of the Blackstone Hotel, Chicago, Illinois by President Charles Spain. 48 members and 7 guests being in attendance.

Rich Kenney and John Purcell were appointed Election Inspectors.

MOVED: Charles Spain

SECONDED: Michael Halleran

That the Minutes of the NAVA 30 Annual Meeting held in Sacramento, California on October 12, 1996, circulated in *NAVA News*, be adopted as amended.

CARRIED

Officers reports were presented:

Peter Orenski presented the Treasurer's report.

Michael Halleran presented the Recording Secretary's report.

David Breitenbach presented the Corresponding Secretary's report.

Charles Spain presented the Vice President's report in lieu of William Trinkle, who was unable to attend the meeting.

Charles Spain presented the President's report, including a report in the congress of the International Federation of Vexillological Associations (FIAV) held in Cape Town, South Africa from August 10th to 15th, 1997.

Appointed Officer reports were presented:

Vanessa Van de Putte presented the Historian's report.

Ernest Aitchison presented the Registered Agent's report.

Jim Ferrigan presented the Protocol Officer's report.

Charles Spain presented the NAVA Shopkeeper's report in lieu of Nicholas Artimovich, who was unable to attend the meeting. A question was asked by Don Wheeler as to the availability of the NAVA 30 flag, and a question was asked by Truman Pope as to the

availability of full size NAVA flags.

Committee Officer reports were presented:

Lee Herold presented the Audit Committee's report.

Peter Orenski presented the Budget Committee's report in lieu of Nicholas Artimovich, who was unable to attend the meeting.

Mary Ann Docktor-Smith presented the Convention Committee's report with additional information regarding NAVA 32 in Québec. There was a question by Kevin Harrington as to the possible political use of NAVA 32 by the Pequistes.

Peter Orenski presented the Membership Committee's report in lieu of Jack Lowe, who was unable to attend the meeting.

Gustavo Traccia presented the Program Committee's report in lieu of William Trinkle, who was unable to attend the meeting.

John Purcell presented the Publications Committee's report. There was a question by Harry Oswald as to the budget for *RAVEN* in 1998. A round of applause followed for the Publications Committee.

Jon Radcl presented the Publicity Committee's report.

There was no old business.

Special Report was presented by Peter Orenski on the "Native American Flag Project." The U.S. National Endowment for the Arts, Pequot Nation and Mohawk Nation have been approached to provide some funding. Question by Don Wheeler as to whether duplicate Native American flags would be available to members. Discussion regarding the Native American flags followed.

Charles Spain vacated the chair to David Breitenbach so as to be able to speak on the proposed amendments to the bylaws.

MOVED: Charles Spain

SECONDED: Sam Wilson

That the proposed amendments to bylaws of the North American Vexillological Association circulated with the annual meeting notice be adopted.

CARRIED with one negative vote.

Peter Orenski spoke to the 1997-1998 budget. Question asked by Harry Oswald.

MOVED: Peter Orenski
SECONDED: Charles Spain

That the proposed budget be adopted.

CARRIED.

Kevin Harrington, Chair, and Whitney Smith and Pete Van de Putte, Members, were elected as the 1998 Nominating Committee by acclamation.

The 1997 Nominating Committee made their report. The President called for nominations from the floor. There were no nominations from the floor.

MOVED: Rich Kenney
SECONDED: Martin Francis

That the nominated slate be declared elected by acclamation.

CARRIED

The 1997-1998 Executive

President: Charles A. Spain, Jr.
First Vice-President: David Breitenbach
Second Vice-President: Carita Culmer
Secretary: Barbara Herold
Treasurer: Peter Orenski

MOVED: Gary Randall

That the meeting be adjourned.

CARRIED

The Meeting was adjourned at 11h00.

Respectfully submitted,

Michael F.H. Halleran
Recording Secretary
1997 11 04

NORTH AMERICAN VEXILLOLOGICAL ASSOCIATION

I hereby certify that this is a true and correct copy, consisting of
9 pages(s), as taken from the original on file in this office.

(6 pages following)

Recording Secretary

Date



1997 PROPOSED AMENDMENTS TO NAVA BYLAWS

Resolution

Resolved by the voting members of the North American Vexillological Association,

SECTION 1. AMENDMENT OF BYLAWS.

(a) Section 1.04(b) of the bylaws of the association is amended to read as follows:

§ 1.04. Relationship with international vexillological associations.

(b) The president, or if the president cannot attend, another ~~[other]~~ voting member selected by action of the executive board, ~~[voting members]~~ shall represent the association at any meetings of international vexillological associations.

(b) Comment: To allow the executive board, not the general membership, to select the NAVA delegate to FIAV. Reserving the power to pick a delegate to the general membership is impractical, e.g., the chosen delegate might get sick and there would be no practical way to call a special membership meeting to select a replacement.

SECTION 2. AMENDMENT OF BYLAWS.

(a) Sections 1.08(b), 2.01(b), 2.02(b), 3.09(c), 4.04(a), 5.01(d), 5.06(a)-(b), 5.11(a), 5.14(c), 6.01, 6.03, 6.04(a), 6.05(b)-(c), 6.06, 6.07, 6.08, 6.09, 6.10, 6.11, 6.12, 6.13, and 7.05 of the bylaws of the association are amended and section 6.14 is added to read as follows:

§ 1.08. Amendment.

(b) Any proposed amendment submitted by a member must be received by the ~~[corresponding]~~ secretary not later than ninety days before the date of the meeting, except that the executive board in its discretion may permit a proposed amendment to be submitted after this deadline if the proposed amendment is received before the ~~[corresponding]~~ secretary delivers the meeting notice.

§ 2.01. Seal.

(b) The corporate seal shall be kept by the ~~[recording]~~ secretary and used only as directed by the executive board.

§ 2.02. Flags.

(b) The executive board may adopt flags for officeholders ~~[the officers]~~ as it deems appropriate.

§ 3.09. Automatic revocation.

(c) The ~~[corresponding]~~ secretary or treasurer shall notify all members who have not paid their dues that their membership is subject to revocation. Failure to give notice under this section shall not prevent automatic revocation of membership.

§ 4.04. Notice of meeting.

(a) The ~~[corresponding]~~ secretary shall deliver, either personally or by mail, written notice of the place, day, and hour of any annual or special meeting to all voting and nonvoting members not less than thirty, nor more than sixty days before the date of the meeting.

§ 5.01. Powers.

(d) The treasurer may sign checks on behalf of the executive board, provided that checks drawn in excess of one hundred United States dollars must be countersigned by the president.

§ 5.06. Resignation.

(a) A board member other than the ~~[recording]~~ secretary may resign at any time by written notice delivered to the ~~[recording]~~ secretary.

(b) The ~~[recording]~~ secretary may resign at any time by written notice delivered to the president.

§ 5.11. Notice.

(a) The ~~[corresponding]~~ secretary shall deliver, either personally or by mail, written notice of the place, day, and hour of an executive board meeting to all board members not less than ten days before the date of the meeting.

§ 5.14. Informal action by board members.

(c) All the approvals evidencing the consent shall be delivered to the ~~[recording]~~ secretary to be filed in the association's records.

§ 6.01. Elective officers.

The elective officers shall be a president, first vice president, second vice president, ~~[corresponding]~~ secretary, ~~[recording-secretary-]~~ and treasurer.

§ 6.03. Order of succession.

In the event that the president is unable to discharge the duties of office, these duties shall be performed by the first vice president, second vice president, ~~[corresponding]~~ secretary, ~~[recording secretary-]~~ and treasurer in that order.

§ 6.04. Appointive officers.

(a) The appointive officers shall be an auditor(s), [a] historian, registered agent(s), parliamentarian, and such other officers as are deemed necessary by the executive board.

§ 6.05. General duties.

(b) Officers shall submit an annual written report of their activities to the ~~[recording]~~ secretary no later than thirty days before the annual meeting.

(c) The secretary shall give copies [Copies] of the Act, the articles of incorporation, and these bylaws ~~[shall be given]~~ to each newly elected ~~[and appointed]~~ officer.

§ 6.06. President.

The president shall:

(1) chair all annual, special, and executive board meetings;

(2) ~~[appoint the appointive officers with the approval of the executive board;]~~

~~[(3) appoint the standing and special committees and their chairmen, with the approval of the executive board;]~~

~~[(4)]~~ be an *ex officio* member of all committees, except the nominating committee;

~~[(5) countersign with the treasurer all checks drawn on the account of the association in excess of one hundred dollars;]~~

~~[(3) [(6)] sign[-with the corresponding secretary or any other officer authorized by the executive board,]~~ any contracts or other instruments that the executive board has authorized to be executed, except in cases when the signing and execution of an instrument is expressly delegated by the Act, other law, these bylaws, or the executive board to some other officer or agent;

~~[(4) [(7)]~~ represent the association on an international level; ~~[and]~~

~~[(5)]~~ post bond in the amount required by the executive board; and

~~[(6) [(8)]~~ perform all other duties associated with the office.

§ 6.07. First vice [Vice] president.

The first vice president shall:

(1) serve as acting president by assuming the duties of the president in the president's absence;

(2) ~~[serve as chairman of the program committee and oversee the work of the host committee;]~~

~~[(3) keep all property of the association as directed by the executive board; and]~~

~~[(4)]~~ perform all other duties as directed by the executive board.

§ 6.08. Second vice president.

The second vice president shall:

- (1) maintain a record of all association property; and
- (2) perform all other duties as directed by the executive board.

§ 6.09. Secretary [Corresponding secretary].

The [corresponding] secretary shall:

- ~~(1) [conduct the correspondence of the association]~~
- ~~[(2) send] deliver all required notices [of all meetings];~~
- ~~[(3) mail membership cards and send dues reminder and membership revocation notices;]~~
- ~~[(4) prepare such reports, including the annual report required under the Act, as the association shall require for official purposes; and]~~

(2) record and maintain the minutes and resolutions of all annual, special, and executive board meetings;

(3) maintain the bylaws and all amendments;

(4) certify copies of the minutes, resolutions, bylaws, and amendments to the bylaws as true and correct, as requested; and

(5) perform all other duties as directed by the executive board.

~~[§ 6.09. Recording secretary.]~~

~~[The recording secretary shall:]~~

~~[(1) record and maintain the minutes and resolutions of all annual, special, and executive board meetings;]~~

~~[(2) record and maintain the bylaws and all amendments;]~~

~~[(3) have custody of the corporate seal;]~~

~~[(4) certify copies of the minutes, resolutions, bylaws, and amendments to the bylaws as true and correct, as requested;]~~

~~[(5) receive copies of other documents of the association such as reports of officers and committees, and forward them to the historian; and]~~

~~[(6) perform all other duties as directed by the executive board.]~~

§ 6.10. Treasurer.

The treasurer shall:

(1) collect and care for all the association's funds;

(2) keep accurate financial records [a record of income and expenses];

(3) [pay bills as directed by the president and executive board;]

[(4) sign checks for payment of money from the treasury and forward checks drawn in excess of one hundred dollars for the president or acting president's countersignature;]

[(5)] submit a written financial statement to the executive board when requested;

(4) [(6)] submit a written annual financial report to the [recording] secretary before the annual meeting;

(5) [(7)] provide, with the annual financial report, all vouchers, bills, record of receipts, et cetera, for the auditor(s) [auditor] and any other member who wishes to examine them;

[(6) [(8)] assist the budget committee in preparing the association's annual budget;]

[(9)] post bond in the amount required by the executive board; and

[(10) maintain a list of the names and addresses of all voting and nonvoting members at either the registered office or principal office of the association;]

[(11) make and attend to investment of association funds as directed by the executive board;]

[(12) prepare and file the association's tax returns; and]

(7) [(13)] perform all other duties as directed by the executive board.

§ 6.11. Auditor(s).

The auditor(s) shall conduct an inspection of the books and records of the treasurer before the annual meeting.

§ 6.12. Historian.

The historian shall:

(1) record the history of the association; and

(2) maintain the association's archives, except that the original minutes, resolutions, bylaws, and amendments to the bylaws shall be maintained by the [reecording] secretary.

§ 6.13. [~~§ 6.12.~~] Registered Agent(s).

The registered agent(s) shall perform the duties required by law and immediately notify the president and the executive board on receipt of any official or legal papers.

§ 6.14. [~~§ 6.13.~~] Parliamentarian.

The parliamentarian shall advise the president or acting president on points of parliamentary procedure at annual, special, and executive board meetings.

§ 7.05. Reports.

(a) The chair [~~chairman~~] of each committee shall submit an annual written report of the activities of the committee to the executive board by forwarding the report to the [reecording] secretary no later than thirty days before the annual meeting.

(b) The chair [~~chairman~~] of each committee shall submit such other reports as are required by the executive board.

(b) For the purpose of the election of officers at the 1997 annual meeting, the nominating committee's recommendation for vice president will run for first vice president, the nominating committee's recommendation for corresponding secretary will run for second vice president, and the nominating committee's recommendation for recording secretary will run for secretary.

(c) Comments: (1) To restructure the executive board by (i) merging the offices of corresponding secretary and recording secretary into the office of secretary, (ii) renaming the vice president the first vice president, and (iii) creating a second vice president. It no longer makes sense for the corresponding secretary and treasurer to divide up the membership renewal process, so there is no practical need for a separate corresponding secretary. Creating two vice presidents maintains a five-member board and leaves two people with few position-specific duties who can take on those projects the board deems important. (2) To eliminate redundant references to the duties of officers. (3) To eliminate the assignment of specific duties to certain officers when these duties could be performed by any board member. (4) To require the president, as well as the treasurer, to be bonded. (5) To create the appointed office of auditor(s). (6) To allow the executive board, if it desires, to create flags for appointed officers.

SECTION 3. AMENDMENT OF BYLAWS.

(a) Section 3.03(c) of the bylaws of the association is amended to read as follows:

§ 3.03. Active members.

~~[(c) Individuals who were active members on October 12, 1996, but did not reside in Canada or the United States at that time, may continue as active members as long as there is no lapse in their membership.]~~

(b) Comment: To delete the expired "grandfather clause" regarding active members who do not reside in Canada or the United States.

SECTION 4. AMENDMENT OF BYLAWS.

(a) Section 3.07(a), (c), (d) of the bylaws of the association is amended to read as follows:

§ 3.07. Term of membership.

(a) Active, associate, and organizational membership shall be granted by:

- (1) action of ~~[both the membership committee and]~~ the executive board; and
- (2) payment of the current year's dues.
- (c) The executive board may delegate its power to act on membership applications.
- (d) Honorary membership may be conferred by action of two-thirds of the voting members upon recommendation of the executive board.

(b) Comment: To eliminate the membership committee's role in approving membership applications and explicitly authorize the executive board to delegate its responsibility to approve such applications. The membership committee and executive board have not followed the current bylaws in this regard for many, many years, so this would conform the bylaws to current practice.

SECTION 5. AMENDMENT OF BYLAWS.

(a) Sections 7.01, 7.03, 7.06, 7.07, 7.08, 7.09, 7.10, 7.11, 7.12, and 7.13 of the bylaws of the association are amended to read as follows:

§ 7.01. Standing committees.

The standing committees shall be ~~[audit,]~~ budget, convention, membership, ~~[program,]~~ ~~[publicity,]~~ and publications.

§ 7.03. ~~[Number of]~~ Members ~~[members].~~

The president, with the approval of the executive board, shall appoint a minimum of a chair and two members for each committee. ~~[Each committee shall consist of at least three members.]~~

§ 7.06. Committee budgets ~~[Budget].~~

~~[(a)]~~ All committees shall submit to the budget committee a proposed committee budget for the coming fiscal year no later than ninety days before the annual meeting.

~~[(b)]~~ ~~A committee member shall submit receipts for reimbursement of any budgeted expense to the president for approval and transmittal to the treasurer for payment.]~~

~~[(c)]~~ ~~A request for reimbursement in excess of a committee's budget shall be submitted, with appropriate explanation, to the executive board for approval and payment.]~~

§ 7.07. ~~[Audit committee.]~~

~~[(a)]~~ ~~The audit committee shall conduct an inspection of the books and records of the treasurer before the annual meeting.]~~

~~[(b)]~~ ~~In discharging its responsibilities, the audit committee may engage the services of a certified public accountant.]~~

~~[\$ 7.08.]~~ Budget committee.

(a) The budget committee shall prepare a proposed annual budget with the assistance of the treasurer.

(b) The budget committee shall submit the proposed annual budget to the executive board no later than sixty days before the annual meeting for the executive board's review.

§ 7.08. ~~[\$ 7.09.]~~ Convention committee.

(a) The convention committee shall ~~[assist the program committee in planning]~~ plan and conduct the annual convention.

(b) The convention committee shall:

- (1) make all local site arrangements ~~[for the annual convention];~~
- (2) publicize the annual convention;
- (3) establish the ~~[annual convention]~~ registration fee with the approval of the executive board;
- (4) issue a call for papers and displays;
- (5) submit all expenses ~~[for the annual convention]~~ to the treasurer for payment; and
- (6) ~~[(5)]~~ assist ~~[prepare with the assistance of]~~ the treasurer in preparing a financial statement to be submitted to the executive board no later than sixty days following the annual convention.

§ 7.09. [§ 7.10.] Membership committee.

~~[(a) The membership committee shall promptly act on applications for membership and forward them to the executive board.]~~

~~[(b)] The membership committee shall recruit and retain association members [for the association].~~

[§ 7.11. Program committee.]

~~[(a) The program committee shall plan the annual convention in conjunction with the convention committee.]~~

~~[(b) The program committee shall:]~~

~~[(1) issue a call for papers and displays for the annual convention;]~~

~~[(2) select speakers with the assistance of the executive board; and]~~

~~[(3) assist the convention committee in publicizing the annual convention.]~~

[§ 7.12. Publicity committee.]

~~[(a) The publicity committee shall inform the public about the association through the press and other media.]~~

~~[(b) The publicity committee shall assist the membership committee in recruiting new members for the association.]~~

§ 7.10. [§ 7.13.] Publications committee.

The publications committee shall supervise the ~~[editing, printing, and distributing of the]~~ association's electronic and paper publications.

(b) Comments: (1) To eliminate the audit committee since the appointed office of auditor(s) is proposed to be created. (2) To merge the program committee into the convention committee, as these committees both supervise the annual convention. (3) To merge the publicity committee into the membership committee, as these committees both supervise membership concerns. (4) To eliminate the peculiar requirement that committee members must submit reimbursements to the president, not the treasurer. (5) To broaden the scope of the publications committee to include electronic publications, *i.e.*, NAVA's homepage.

SECTION 6. MISCELLANEOUS.

(a) Severability. Each of sections 1 through 5 of this resolution may be separately considered by the voting members at the 1997 annual meeting, and approved or disapproved individually. If multiple sections of this resolution propose amendments to different portions of the same section of the bylaws, then that section of the bylaws shall be amended to integrate all of the changes proposed by the sections of this resolution which are approved.

(b) Font. Additions to the bylaws are indicated by underlining and deletions to the bylaws are indicated by ~~[enclosure in brackets and strikeouts]~~. If approved, the modified text shall appear in nonunderlined font without the bracketed and struckout text.

(c) Comments. The comments to sections 1 through 5 of this resolution are provided for explanatory purposes only and do not form part of the proposed amendment.

(d) Effective date. Each of sections 1 through 5 of this resolution receiving approval by action of two-thirds of the voting members shall be effective from and after its approval, provided a copy of this resolution shall have been sent to all voting and nonvoting members with the 1997 annual meeting notice.