

NORTH AMERICAN VEXILLOLOGICAL ASSOCIATION | ASSOCIATION NORD-AMÉRICAINNE DE VEXILLOGOLOGIE

**MINUTES / PROCÈS-VERBAL** Quarterly Meeting of the Executive Board

Pursuant to the Association's Bylaws, the Executive Board of the North American Vexillological Association held a Quarterly Executive Board Meeting via teleconference, on August 13, 2015

1. Call to Order and Announcement of a Quorum. The meeting was called to order by the President at 7:30 p.m. Mountain time and the following were present:

Present: John M. Hartvigsen, president; Anne M. Platoff, first vice president; Kenneth Reynolds, second vice president; Steven A. Knowlton, secretary; Christopher Bedwell, Treasurer; Hugh L. Brady, immediate past president.

2. Approval of minutes. The minutes of the last meeting were approved.
3. Reports of officers - including activity of committees to which officers are assigned

The officers reports were summarized in the individual reports each officer presented at the Annual Meeting on October 18.

4. Approval of Nominating Committee for 2015-2016
  - a. The current committee (Scot Guenter as chair, Hugh Brady, Pete van de Putte) were approved to serve for another year.
5. Consideration of award nominations forwarded by the Awards and Honors Committee. The following awards were approved:
  - a. Kevin Harrington Award (for "the best article to appear in a nonvexillological publication during the preceding year"): Forrest D. Pass, "Something occult in the science of flag-flying": School Flags and Educational Authority in Early Twentieth-Century Canada," *Canadian Historical Review* 95, no. 3 (Sept. 2014): 322-351.
  - b. Doreen Braverman Award (for "an organizational member that has supported the Association's mission by making a significant contribution to the vexillological community"): Advertising Flag Company of Chicago, represented by Randy Smith & Mary Ann

Docktor-Smith.

6. Proposed change to bylaws (see Appendix A). The board agreed to place the proposed changes before the membership at the Annual Meeting.
7. Distribution of notice of Annual Meeting. It was agreed that the Secretary will send notice of the Annual Meeting via email. A surface mail notice will be sent to those members without email addresses.
8. Preparation of board reports for Annual Meeting. The President reminded all board members to submit reports to the Secretary in time for distribution to the membership at the Annual Meeting. The reports will also be posted in the Members Section of the NAVA website.

## APPENDIX A

### AMENDMENT A

#### *Clarifying Historic Right of Members to Vote on Business Matters and Removing Unenforceable Provisions Relating to Informal Action*

#### TEXT OF AMENDMENT

The Association's Bylaws are amended in Chapter 5 by adding Section 5.01(e) and in Chapter 4 by amending Section 4.03 to read as follows:

##### **§ 5.01. Powers.**

(e) The absence of an express provision in the articles of incorporation or these bylaws giving members a right to vote with respect to a particular matter does not mean that the executive board shall have the sole voting power with respect to such matter. The members may vote on any matter properly raised at a properly noticed meeting.

*[this would be a new section]*

##### **§ 4.03. Informal action by voting members.**

~~[(a)]~~ Any action required by the Act to be taken at any annual or special meeting, or any action that may be taken at any annual or special meeting, may be taken without a meeting and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by ~~[either:~~

~~(1)]~~ all of the voting members~~[-or~~

*[Full text of current section 4.03 follows]*

(a) Any action required by the Act to be taken at any annual or special meeting, or any action that may be taken at any annual or special meeting, may be taken without a meeting and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by either:

- (1) all of the voting members; or
- (2) the voting members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all voting members were present and voting.

(b) If such consent is signed by less than all of the voting members, then such consent shall become effective only:

- (1) if, at least five days before the effective date of such consent, a notice in writing of the proposed action is delivered to all voting members; and

- (2) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those voting members who have not consented in writing.

## **AMENDMENT B**

### ***Changing the Flag Design Committee from a Standing Committee to an Advisory Committee and Clarifying Appointment Procedures for Committee Chairs and Members***

*NOTE: Amendments to sections 7.01 and 7.02 were approved at the June 11, 2015 board meeting.*

#### **Chapter 7. Committees**

##### **§ 7.01. Standing committees.**

- The standing committees are budget, program, ~~flag design~~, membership, and publications.

##### **§ 7.02. Special committees.**

- (a) The awards and honors committee is a special committee of the association.
- 1. (b) **[The flag design committee is a special committee of the association.] added**

**REMAINING AMENDMENTS UNDER CONSIDERATION: Language in italics would added if approved**

##### **§ 7.08. Program committee. *[The 1<sup>st</sup> Vice President shall normally chair the Program Committee.]***

- (a) The program committee shall plan and conduct the annual meeting.
- (b) The program committee shall:
  - (1) make all local site arrangements;
  - (2) publicize the annual meeting;
  - (3) establish registration fees with the approval of the executive board;
  - (4) issue a call for papers
  - (5) submit all expenses to the treasurer for payment; and
  - (6) assist the treasurer in preparing a financial statement to be submitted to the executive board no later than sixty days following the annual meeting.

##### **§7.09 Flag design committee. *[The president shall appoint the chair with the approval of the executive board.]***

- (a) The flag design committee shall promote vexillography, which is the study and practice of good flag design.
- (b) The flag design committee shall:
  - (1) propose to the executive board standards of good flag design, guidelines for the flag design process, and a code of ethics for consulting vexillographers;
  - (2) promote those standards adopted by the executive board;
  - (3) maintain a list of knowledgeable vexillographers who agree to abide by those standards in consulting with persons needing vexillographic advice;

(4) publicize the existence of the committee's list of knowledgeable vexillographers and provide referrals in response to inquiries in accordance with Subsection (c); and

(5) compile and maintain a library of technical information relating to flag design and the flag design process, including information relating to case studies, recommendations, and lessons-learned, and make this information available to consulting vexillographers.

(c) The flag design committee shall not directly consult with a person needing vexillographic advice, but may refer inquiries to a knowledgeable vexillographer or provide the committee's list of knowledgeable vexillographers on such terms as are determined by the executive board. Other than providing referrals or a copy of the committee's list, neither the association nor the flag design committee shall be a party to any agreement between a vexillographer on the committee's list and a person needing vexillographic advice.

**§ 7.10. Membership committee. *[The Secretary shall normally chair the Membership Committee.]***

The membership committee shall recruit and retain association members.

**§ 7.11. Publications committee. *[The 2<sup>nd</sup> Vice President shall normally chair the Publications Committee.]***

The publications committee shall supervise the association's electronic and paper publications.

**§ 7.12. Awards and honors committee. *[The chair, appointed by the president with the approval of the board, shall belong to one of the categories for committee membership listed below.]***

The awards and honors committee consists of five members appointed by the president with the approval of the executive board from the following categories:

(1) ~~Two~~ **[One]** members must be **[,when available,]** Whitney Smith Fellows;

(2) One member must be a recipient of the Driver Award disqualified under Section 2.05(b) from receiving the Driver Award during the time the person serves on the committee;

(3) One member must be **[,when available,]** a recipient of the Harrington Award disqualified under Section 2.05(b) from receiving the Harrington Award during the time the person serves on the committee; and

(4) One member must be **[,when available,]** either a recipient of the Purcell or Braverman Awards.

***(5) Remaining member(s) may be selected for appointment from any of the above categories.***