

NORTH AMERICAN VEXILLOLOGICAL ASSOCIATION | ASSOCIATION NORD-AMÉRICAINNE DE VEXILLOGIE

MINUTES / PROCÈS-VERBAL Quarterly Meeting of the Executive Board June 11, 2015

Pursuant to the Association's Bylaws, the Executive Board of the North American Vexillological Association held a Quarterly Executive Board Meeting via teleconference, on Thursday, June 11, 2015.

1) Call to Order and Announcement of a Quorum. The meeting was called to order by the President at 7:03 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) Correction to minutes of Apr. 16

After her nomination to the Organizational Members Advisory Committee, Susan Braverman declined to serve on that body.

4) Officer reports

b) First Vice-President

Platoff reported that she has only received a few paper proposals for NAVA 49. She inquired as to past practice regarding the First Vice-President's role in editing papers. Brady reported that Gus Tracchia has always discussed the papers with the President, especially when declining a proposal. The Board agreed to continue the prior practice. Platoff plans to draft a Semaphore to reiterate the call for papers.

She has the materials for the Digital Library prepared, and is waiting for WordPress to resolve its hacking issue before posting them.

c) Second Vice-President

Reynolds is editing papers for *Raven*. NAVA 49 arrangements are mostly complete; he is just waiting to confirm a location for the Preble lecture. There were only 9 registrations to date, but he plans to encourage international members to attend.

Reynolds is unable to attend ICV, so he asked the board to assign a second NAVA representative for the FIAV General Meeting. Hartvigsen proposed Platoff as our

primary representative and Scot Guenter as the alternate. The board passed this motion. Hartvigsen will notify FIAV of the change.

d) Secretary

Knowlton reported that current Membership stands at 247. He is planning a membership drive addressing non-members who are on Facebook groups about flags, and academics who have written about flags in non-vexillological publications.

e) Treasurer

Bedwell reported that NAVA has a bank account balance of \$48,645. He is getting quarterly disbursements from PDC, but not an itemized accounting of the types of membership being paid.

Our taxes have been filed.

The P.O. Box in Trenton is now closed.

Bedwell would like to get the annual financial report into some NAVA publication. Hartvigsen pointed out that there is no requirement to publish the financial report; a presentation of it at the Annual Meeting is sufficient to comply with our rules.

f) President

Hartvigsen reported on a conference call he had with NAVA editors - Reynolds for *Raven*, Kenneth Harvitgsen for *Flag Research Quarterly*, and Byron DeLear for *NAVA News*. *NAVA News* is in draft form now and will go online soon. A double issue of *FRQ* is in layout and will be published soon; that will bring us current with the end of 2014. Another issue of *FRQ* is ready for layout.

Hartvigsen raised a discussion of *Good Flag Bad Flag* and the surveys of state flags and city flags. These had formerly been featured prominently on the NAVA website. Hartvigsen is concerned that they imply NAVA holds a position about flags - but they are simply surveys. *GFBF* has been superseded by *Flag Design Principles*. Platoff plans to post *GFBF* on the site, but with an introductory page explaining its historical nature and linking to the *Raven* articles about the surveys. Hartvigsen plans to circulate a proposal regarding dissemination of the joint commission's report on flag design principles and clarification of its status vis-à-vis *GFBF*.

Brady noted that the executive board never approved *GFBF*; it just appeared as a NAVA publication. He suggested that NAVA could allow the copyright to revert back to its author, Ted Kaye, who could then disseminate it under his own auspices; that was previously done with Don Healy's *Raven* issue on Native American flags. He reiterated Hartvigsen's concern that *GFBF* implies an approval or endorsement of flag designs by NAVA, which is not the case.

Hartvigsen proposed a revision of Chapter 7 of the bylaws; see appendix A. All

proposals were discussed. Only one amendment was voted on.

The board unanimously approved an amendment to section 7.01 and 7.02, viz.:

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**
- 1. (c) The president, with the approval of the executive board, may create other special committees when needed.

The bylaws, after amendment, will read:

Chapter 7. Committees

§ 7.01. Standing committees.

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

§ 7.02. Special committees.

- (a) The awards and honors committee is a special committee of the association.
- (b) [The flag design committee is a special committee of the association.] added
- (c) The president, with the approval of the executive board, may create other special committees when needed.

12) **Adjournment.** There being no further business coming before the Board and without objection, the President declared the meeting adjourned at 9:30 p.m. Mountain time.

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.

§ 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~~

AMENDMENT B

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

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.
2. **(b) [The flag design committee is a special committee of the association.] added**
2. (c) The president, with the approval of the executive board, may create other special committees when needed.

§ 7.03. Members.

- The president, with the approval of the executive board, shall appoint a minimum of a chair and two members for each committee.

§ 7.04. Quorum.

- A majority of the members of a committee shall constitute a quorum.

§ 7.05. Reports.

- (a) The chair 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 recording secretary no later than thirty days before the annual meeting.

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

§ 7.06. Committee budgets.

- 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.

§ 7.07. Budget committee. [The Treasurer shall normally chair the Budget Committee.] added

- (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. Program committee. [The 1st Vice President shall normally chair the Program Committee.] added

- (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.] added

- (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.] added

- The membership committee shall recruit and retain association members.

§ 7.11. Publications committee. [The 2nd Vice President shall normally chair the Publications Committee.] added

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

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

- 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] changed** members must be **[,when available,] added** 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,] added** 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,] added** either a recipient of the Purcell or Braverman Awards.
- (5) Remaining member(s) may be selected for appointment from any of the above categories. [added]**