



# CALIFORNIA PARLIAMENTARIAN

The Official Publication of California State Association of Parliamentarians  
A Division of National Association of Parliamentarians®

2009-10 Issue #2

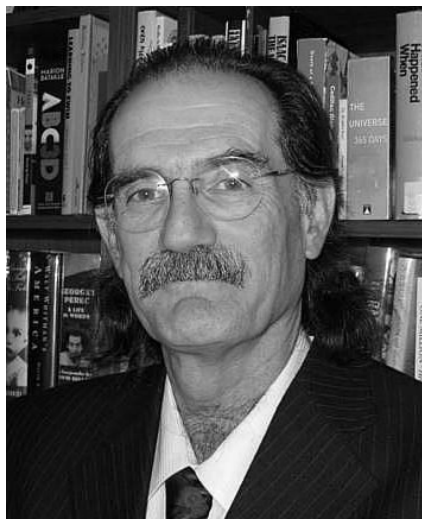
Lorenzo R. Cuesta, PRP Editor

## A Few Brief Items from Your President

CSAP President  
Scott Burns, PRP

As noted elsewhere in this issue, forty of our members chose not to renew their memberships in NAP/CSAP this year – a thirteen per cent decline in membership. Following last year's similar drop in membership CSAP has sustained a severe hit in the financial solar plexus – not to mention the loss of many dear friends and associates, including four past-presidents of CSAP. (A complete list of resigned or lapsed members is included on page 9. Some of the persons identified may have reinstated their memberships by the time this issue sees print. If you see your name on this list and it seems a surprise – contact NAP immediately!) California isn't the only state losing members, of course. Similar losses occurred nationally and the NAP Board of Directors is already hard at work evaluating the impact on NAP programs and services.

Although the revenue loss is significant, CSAP is not in des-



**Scott M. Burns, PRP**

perate straits just yet. We still have a healthy (though now wealthy) reserve. The Board of Directors has reduced meeting costs by holding two of its four quarterly meetings by teleconference. Many of our members are now receiving the *California Parliamentarian* by email, saving us postage costs. And we have received \$1,500 in donations and pledges so far to help defray the costs of our annual convention in Sacramento this year. (See page 6)

Nevertheless, some significant actions are necessary either to recruit and retain more members, increase dues or assessments, or find new sources of revenue if CSAP is to remain viable. This will certainly be a topic of discussion at Conven-

tion – all the more reason for you to plan to attend this year!

Speaking of Convention - Convention Coordinator Sandra Sanders is doing a great job at keeping your President on track and with documenting everything that she, I and other committees need to do to ensure a successful and well-organized meeting.

By the time the big show arrives, we should not only have a successful gathering of the clans, but a guidebook for future convention committees as well.

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## Call for 2010-2011 CSAP Nominations

The California State Association of Parliamentarian (CSAP) Nominations committee is seeking nominations for CSAP Officers for 2010-2011. Officers are President, Vice President, Treasurer and Secretary.

### Article VI – Officers, Section 6. Nominations and Elections

#### B. Nominations.

1. Candidates may be proposed by a member, a unit, or the nominating Committee.
2. Names of proposed candidates accompanied by qualifications and written consent to serve shall be submitted to all members of the nominating committee
3. Nominations may be made from the floor provided the nominee is eligible and has given written consent to serve.
4. All nominees shall be given a reasonable opportunity to communicate qualifications and reasons for candidacy.

#### CSAP officers and Eligibility for Officers are found in Article VI – Officers:

- A. Experience requirements for officers elected at convention shall be computed as of November 1 following the convention.
- B. To be eligible for the office of President or Vice-president, a member shall have been in good standing for the past three years and shall be a Registered or Professional Registered member of NAP or have served as an elected officer of CSAP during at least one of the past two years.
- C. To be eligible for the office of Secretary or Treasurer, a member shall have been in good standing for the past three years.
- D. To be eligible for the appointive office of Parliamentarian, a member shall have been in good standing for the past two years and

shall be a registered or professional registered member of NAP.

- E Not more than two members from a unit shall serve concurrently as elected officers.

Please submit the name of the candidate from your unit accompanied by qualifications and written consent to serve to the Nominating Committee Chairman, no later than May 1.

**Maria Trujillo Tough, Chair**  
**10817 Nestlenook Circle**  
**Mather, CA 95655**

Nominating Committee members: Mary Ellen Harris, Pauline Lemire, Vera Mizell, Michael Van Roy.

### Deadline for Proposed Changes to Bylaws and Standing Rules June 15, 2010

According to Article X, Section 3 of the CSAP Bylaws, changes to the CSAP Bylaws and/or Standing Rules may be proposed by a Unit, an Area, two members-at-large, the Past President's Club, the Executive Committee, the Board of Directors, or by a two-thirds vote of the Bylaws Committee.

All proposed CSAP Bylaw and Standing Rule changes should be sent to: Gerry Olsen, PRP, CSAP Bylaws Committee Chair, 861 Durkin St., Camarillo, CA 93010-4926; Home Phone - 805-482-4109; Cell Phone – 805-660-7299; E-mail – [gerryolsen@dock.net](mailto:gerryolsen@dock.net).

The proposed changes will be easier to handle if sent electronically – by e-mail in Word.

Thanks for your help in making CSAP a great organization!

## Board of Directors, and Committees CSAP 2009-2010

### Board of Directors Elected Officers

President	Scott Burns	Epsilon
Vice-President	Normadene Carpenter	Epsilon
Secretary	Judith Cheesebrough	Theta
Treasurer	Norman Golden	Sigma Phi

### Area Directors

Pacific Area	Kathy Flowers	Omega Alpha Kappa
Sierra Area	Rick Sydor	Sigma Chi Sigma
Southern Area	Chuck Nolan	Beta Mu

<b>Parliamentarian</b>	James Stewart	MAL
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### Standing Committee Chairmen on Board of Directors

Budget & Finance	Jack Wallace	Sigma Chi Sigma
Editorial	Lorenzo Cuesta	Sigma Rho Pi
Bylaws	Gerry Olsen	Zeta Chi
PR/Marketing	Jacqueline Marazzi	Nu Chi
Website	H.R. 'Bob' Hall	Sigma Delta

### Off-Board Standing Committee Chairs

<b>Convention:</b>	Sandra Sanders	Zeta Chi
<b>Education:</b>	Susan Rayburn	Epsilon
<b>Growth &amp; Service:</b>	Normadene Carpenter	Epsilon
<b>Financial Review:</b>	(To Be Determined)	
<b>Historian:</b>	Trudy Waldroop	MAL
<b>Mailing:</b>	Karen Swett	Sigma Chi Sigma
<b>Membership:</b>	Normadene Carpenter	Epsilon
<b>Youth:</b>	David Mezzera	Nu Rho Pi

## Unit Presidents

### Pacific Area

Alpha Gamma - Kathy Flowers  
 Kappa - Marian Misrack  
 Nu Rho Pi - Evelyn Wilson  
 Omega Alpha Kappa - Alverta Harty  
 Pi Gamma - Niniv Ibrahim  
 Rho Chi - William White  
 Zeta - Jackie Jacobberger

### Sierra Area

Alpha Omega - Marianne Haydon  
 Epsilon - Rick Sydor  
 Sigma Chi Sigma - Katye Ridgeway  
 Sigma Rho Pi - Rick Sydor

### Southern Area

Beta Mu - Carmen Duenas  
 Chi Eta Phi - Dr. Lovene Knight  
 Eta Pi - Robin Pokorski  
 Eta Rho - Peggy Comstock  
 Nu Chi - Jacqueline Marazzi  
 Sigma Beta Chi - Geraldine Mason  
 Sigma Delta - Gail Lover  
 Theta - Kathy Quadrato  
 Zeta Chi - Sharon Hillbrant

## Committees

**Budget & Finance:** Jack Wallace, Rick Sydor, Susan Rayburn, Bob Hall, Norman Golden

**Bylaws:** Gerry Olsen, Lorenzo Cuesta, Karen Swett, Sandra Sanders, Esther Heller

**Convention:** Sandra Sanders, Sharon Hillbrant, Susan Rayburn, Lorenzo Cuesta, Lorraine Talbot, Muriel Oles, and a host of others to be announced.

**Editorial:** Lorenzo Cuesta

**Education:** Susan Rayburn, Lorenzo Cuesta, Gerry Olsen, Loretta Newsom

**Growth & Service:** Normadene Carpenter

**Financial Review:** Open

**Historian:** Trudy Waldroop

**Mailing:** Karen Swett

**MAL Liaison:** Priscilla Bramlette

**Membership:** Normadene Carpenter

**Nominations:** Michael van Roy, Vera Mizelle, Mary Ellen Harris, Maria Trujillo-Tough, Pauline Lemire

**PR/Marketing:** Jacqueline Marazzi, Joanne Smallwood, Susan Rayburn, Diane Bish, Lisa Rothman

**Recognition:** Open

**Website:** H. R. 'Bob' Hall

**Youth:** David Mezzera, Sam Gales, Gerry Olson

### Official CSAP Office

Evelyn Wilson - Nu Rho Pi

## CSAP Bylaws Committee

Gerald Olsen

Copies of updated CSAP bylaws and standing rules are now available on the CSAP website or by mail.

As you may know, Bylaws and Standing Rules of CSAP were amended at the CSAP Convention in San Francisco last fall and a new section was added to the Standing Rules at the CSAP Board meeting on March 4.

If you would like a copy of the updated CSAP Bylaws and Standing Rules, simply go to the CSAP website – [www.ca-parliamentarian.org](http://www.ca-parliamentarian.org) – and download a copy of either or both.

If you want a copy mailed to you, please write: CSAP, 5960 S. Land Park Rd., No. 408, Sacramento, CA 95822 and a copy of either or both will be mailed.

For your information, this is the new Standing Rule No. 24 which was adopted by the CSAP Board March 4:

By Feb. 15 of each year, each Area Director shall provide an annual financial report to the CSAP Treasurer for the previous fiscal year (Dec 1-Nov. 30).

The CSAP Treasurer shall designate a form and/or format for this purpose. The President or the Treasurer may require any other information necessary to comply with state or federal reporting requirements or that would assist the CSAP Board of Directors in managing CSAP's financial resources and assets.



## Educational Workshops

2010 CSAP Convention

Lorenzo Cuesta

A preliminary plan is to have 8 educational workshops. These would be presented in 4 time segments.

### Session 1 - Friday Morning:

1. Public oriented
1. Parliamentary oriented

### Session 2 - Friday Afternoon:

2. Public oriented
2. Parliamentary oriented

### Session 3 - Friday Afternoon:

3. Public oriented
3. Parliamentary oriented

### Session 4 - Saturday Morning:

4. Public oriented
4. Parliamentary oriented

We can think of the **public oriented sessions** as intended for those individuals we are trying to convince that parliamentary procedure is not a foreign, intimidating, and overwhelming concept. Instead, we want to broadcast a message that Robert's Rules of Order is fundamentally a **meeting management solution**.

The **parliamentary oriented sessions** can be directed towards the enjoyment of parliamentarians. That is to say, we can deal with topics that we all believe are critical to democracy, but which annoy the typical organization member who suddenly needs to leave the room when parliamentarians dive into parliamentary procedure for parliamentary procedure's sake.

If you have an idea for a workshop in keeping with this plan, please contact the editor of this publication. Education strengthens the entire membership.

I am also pleased to report that we already have a 2011 Convention Planning Committee working on site selection for next year. Thanks to Chuck Nolan (Beta Mu/Southern), TennieBee Hall (Sigma Delta/Southern), and Jean Stallings (Pi Gamma/Pacific) for agreeing to take on this responsibility. This used to be the responsibility of the President Elect, and his or her appointed coordinator, but CSAP eliminated that position two years ago.

With respect to this year's convention in Sacramento, now that the annual membership renewal process is complete, the CSAP Vice-President will begin the process of determining delegate/alternate allocations. That information will be provided to unit presidents and a unit designation form will be distributed in June – to be returned to the Credentials Committee two weeks prior to convention.

During the 2009 Convention, CSAP delegates amended our Bylaws to permit the Board of Directors to adopt changes to the Standing Rules. At its March 4 meeting, the Board exercised that new right for the first time.

a. New standing rule 24, provides that each area must report its gross income and assets for the previous fiscal year to the CSAP treasurer by February 15. This information is necessary for CSAP to comply with new IRS reporting require-

ments as well as its annual filing with the California Attorney General's Office of Charitable Trusts.

b. Another proposed change to the standing rules, to waive the \$5 subscription fee for the *California Parliamentarian* for students and provisional members electing to receive it by email needed some further revision and was postponed to the June Board meeting.

c. Another recent board action was approval of comprehensive revisions to the Board Rules of Procedure, Board Policies, and Board Rules Relating to Budget. This project was headed by Bylaws Chair Gerry Olsen (Zeta Chi/Southern), with review and comment by the rest of the Bylaws Committee, the entire Board of Directors, and the other committee chairs. The changes clarify responsibilities, eliminate ambiguities, and remove obsolete provisions. The new documents are posted in "Members Area" of the CSAP website. This is another step in bringing all of our governing documents and reference materials up to date.

Next up for revision will be the CSAP Officer's Guide, Unit Manual, and Member's Guide. Current versions also available for download from the CSAP Website and I will be appointing a revision task force for that purpose soon.

And lastly....this issue contains a solicitation by the Nominations Committee inviting you to submit names of candi-

dates for CSAP offices for the 2010-2011 term. Give'em a hand – make the decision to take a greater leadership role yourself and let them know; or nominate someone else you feel is qualified. The Committee has a very important task to ahead of it, but its efforts will be enhanced if we all participate in the process and help them identify potential candidates to consider.

Contact me at  
sburns@omsoft.com,  
(916) 803-2495.

*Scott*

### **RONR 11th Coming Lorenzo Cuesta**

I know I am too late to make recommendations on new rules for the next RONR, but here are a few I should have suggested.

We need motions that...

- Limit minutes to minutes and not what they are now - hours;
- Classify some null and void actions as dumb and dumber actions;
- Classify pomposity as indecorum;
- Allow 'Appeal from the Tyranny of the Chair';
- Allow for 'Consent Membership' (any time wasting members can be pulled from the meeting);
- Prevent a committee from turning into a cul-de-sac for great ideas.

What do you think?

# 2010 CSAP Convention

## Sacramento, CA - September 30 - October 3, 2010

### Embassy Suites River Promenade, Old Town Sacramento

Complete details will be in the Call to Convention which will be mailed in July. The Call will include the registration form, hotel directions and reservation code, tentative agenda, educational program, candidate information, proposed by-laws and other information. Here's a brief synopsis to help you plan:

#### Schedule

**Thursday** evening is a pre-convention Board of Directors meeting. There will be no general Convention activities that night.

**Friday** opens with a short first business session, moves into workshops for the rest of the day broken by lunch together. After dinner on your own, the day ends with a Meet the Candidate's reception.

**Saturday** opens with a business meeting followed by another educational session. Business will continue after we have lunch together. A dinner banquet will include an installation of officers, followed by a reception honoring the new officers.

**Sunday** is a post-convention board meeting.

#### Accommodations

The accommodations are two-room suites – a bedroom and bathroom and a sitting room with a sofa-bed, table and chairs, microwave, refrigerator and wet-bar and both rooms have TVs. The hotel's amenities include complimentary cooked-to-order breakfast, manager's afternoon receptions, internet connection, business center, fitness room and swimming pool and airport shuttle. The hotel has a bar, fine-dining in the Bistro and casual dining in the Marketplace. Our convention rate is \$139 for 1-2 persons and \$20 for each additional person; the TOT (hotel tax) is 12% + 1.50. The rate is good for two days before and two days after convention. Our special valet-parking rate is \$15 per day; self-park in the nearby city lot is \$13 per day. The reservations code will be printed in the Call to convention.

#### Meals, Registration, Convention Fund Donations

Our schedule will include lunch on Friday and Saturday and an installation dinner Saturday evening. The menu, and thus prices, aren't set

yet. The convention registration fee hasn't been set yet, either. Convention costs will be reduced by donations to the 2010 Convention Fund, benefiting registrant's wallets. **Theta Unit** started the donation ball rolling with a \$500 contribution, **Southern Area** followed with another \$500, **Sierra Area** with \$250, and **Zeta Chi Unit** with a \$100 donation. **Hiroko Tsuda** (Epsilon Unit) also contributed an individual donation of \$50. Donations to the fund are tax-deductible for individuals and businesses; send them directly to Treasurer Norman Golden, 1065 East Hillsdale Blvd., Foster City CA 94404-1688. See page 10 for further details on convention funding.

#### Program Ads

Individual, units, and areas will have an opportunity to greet convention-goers and help support the convention with ads in the program. The full page rate is \$100, 1/2-page \$50, 1/4-page \$25, and 1/8-page \$15. Contact **Katye Ridgeway** ([katyeridgeway@yahoo.com](mailto:katyeridgeway@yahoo.com)) for the template and submission form -- copies will also be included in the Call to Convention.

#### Delegate Credentialing, Convention Registration, Workshops, and Tote Bags

- ✓ President Scott Burns will issue delegate credentialing information to unit presidents in the middle of June.
- ✓ A convention registration form will be in the Call to Convention; early registrants will be entered in a pool for a prize drawing.
- ✓ Information about the workshops will be in the Call to Convention.
- ✓ **BYOB - Bring Your Own tote-Bag** and either keep it or trade it for another.



## CSAP Area Reports

### Sierra Area

Rick Sydor, RP

Sierra Area held its second meeting of the year at the end of January using the fine facilities provided by Raley's Community Room. We had 14 members in attendance with all 4 units represented.

CA Epsilon Unit presented the educational session - "**How to UnDo Something**" led by David Meigel. It was such a crowd pleaser that it will be presented again at the CSAP Convention in October.

The annual Sierra April Institute will be held this year on April 24th at the North County Corporation Yard Community Room, 5026 Don Julio Blvd (corner of Elkhorn and Don Julio) Sacramento, CA 95842.

This year's theme will be "**Order from Chaos**". Chair for this year's Institute is Robert Kraffen, RP. Cost will be \$25. There will be 4 educational sessions led by Normadene Carpenter, RP; David Mezzera, RP; Scott burns, PRP; Lorenzo Cuesta, PRP.

Plans are being made to invite members of student governments from various schools in the Sacramento area. The various units will cover the attendee's cost. Katye Ridgeway, RP has produced a flyer that we are using.

Our next Area Meeting is scheduled for July 3, 2010.



### Pacific Area

Kathy Flowers

Pacific Area Meeting was held on January 23, 2010. It was the second meeting of the year. Members in attendance, 17.

Workshop leader Bonnie Ploeger RPRP presented a workshop on, "**Reflecting on Bylaws**". It focused on the role of parliamentarians in guiding an organization to develop new bylaws or revise existing bylaws. A participatory workshop followed.

Pacific Area adopted a motion to discontinue the Opportunity Drawings in order to be in compliance with the law in California.

Pacific Area's new fiscal year is now December 1 through November 30. The fiscal-year-end review will include the three months before the new fiscal year began (September, October, November, 2009).

Volunteers for the October CSAP Convention were identified: AlVerta Harty, Vivian Mitchell, and Carole Reese.

Next meeting will be held April 24, 2010 at the Sunny View Community Center. The Nominating Committee will present a slate of officers for 2010-2011 at that time.

### Southern Area

Chuck Nolan, PRP

The Southern Area Winter meeting, was held on February 6, 2010 at the Marriott Courtyard Hotel in Oxnard, CA. There were 33 attendees, including 3 First Timers and 2 guests. James Stewart PRP, CSAP Parliamentarian presented the lesson on "**Bylaws**".

The Southern Area Scholarship program for 2010 was announced and forms/guidelines were distributed.

Jim Stewart, PRP and Convention Coordinator Sandra Sanders spoke on the 2010 CSAP convention which will be held on October 1 and 2, 2010. It was reported that Theta Unit sent a donation to the Convention Committee to help with expenses. By motion, Southern Area approved sending \$500.00 to the Convention Committee.

Area Units each gave an announcement of the Unit activities, and Jim Stewart, PRP led the Problem Clinic.

The next Southern Area meeting will be on May 1, 2010 at the Long Beach Petroleum Club. The guest speaker will be David Mezzera, RP, Past CSAP President.



## From NAP: Recommendations for Office 2011-2013

NAP members, units, state associations, and districts have the opportunity and the responsibility to submit names to the nominating committee of members qualified for leadership positions in our National Association of Parliamentarians.

All recommendations must reach the committee chairman by **January 15, 2011**.

Recommendation or endorsements shall be sent to the chairman of the committee using the Qualifications/Endorsement form and a Consent form. One page of the Qualifications/Endorsement form must be completed by the candidate. These forms can be obtained from NAP Headquarters.

According to the bylaws amendment adopted at the 2009 convention, **the nominating may consider additional candidate whose names have not be recommended to the committee by January 15, 2011**. If the committee chooses to nominate an individual not recommended by this date and the person accepts the nomination, they will be required to submit the Qualifications/Endorsement form and a Consent form to the committee chairman within one week of accepting the committee's nomination.

Candidates for the **office of president or vice-president** shall:

1. Be a professional registered member;
2. Have been a member for at least five consecutive years immediately before the beginning of the term for which nominated; and,
3. Have served on the Board for at least two terms before the beginning of the term for which nominated.

Candidates for the **offices of secretary, treasurer, or director-at-large** shall be a registered or professional registered member.

All completed Qualification/Endorsement and Consent **should be submitted in electronic format only using MS Word**. The forms should be emailed to Dr. Leonard M. Young at [drleonardyoungprp@yahoo.com](mailto:drleonardyoungprp@yahoo.com). **The deadline for receipt of forms is January 15, 2011**. Nominations from the floor may also be made at the convention.

If you have any questions concerning the nominating process, please contact the chairman at the above address, telephone (816) 224-6488, or by email at [drleonardyoungprp@yahoo.com](mailto:drleonardyoungprp@yahoo.com).

**Members of the nominating committee for this biennium** are Dr. Leonard M. Young, chairman, District 5; Dr. Franzella W. Buchanan, District 1; Freddie L. Colston, District 2; Charlotte M. Buchanan, District 3; Sarah M. Wells, District 4; Alison Wallis, District 6; Mary Anne Tebedo, District 7; Gerald E. Olsen, District 8.

## PUBLIC RELATIONS

Jacqueline Marazzi, PRP  
Public Relations Chair

As the Parliamentary law month approaches and many of the units are preparing for their presentation to their members and the public it is necessary to have the announcement of your events published more than once and in many places. Not only newspapers will accept announcement in your local section but there are a number of websites where you can post the announcement for free.

You can choose to place it in the "community" section, the "group" section or the "activities" section. Most websites will let you place only one ad and the ad will remain on the website for a month.

In your announcement do not use acronym since most people do not know much about parliamentary law.

The benefits of using parliamentary law must be stated and if possible a personal experience needs to be included to show how beneficial parliamentary law is when it is used during organization meetings.

Always welcome your guests and be available to answer the questions they may have.

Many guests attend mainly because they have questions on their own and are looking for answers so cultivate the chance to build a relationship with the attendees and your unit membership may grow.

**CSAP Members Who Resigned or  
Failed to Renew Membership,  
2009-10**

**Unit Members**

Alpha Omega:  
Stella Smith

Epsilon:  
Tobias Stockler

Omega Alpha Kappa:  
Steven Fajardo, Lisa Rothman

Sigma Chi Sigma:  
Mark Springer

Sigma Delta:  
Patricia Clayes, Victoria Cohen,  
Donna Kuhn, Helene Radzik

Sigma Rho Pi:  
June Koefeld, Jeanne Ott

Theta:  
Wallace Rothbart

Zeta Chi:  
Rodney Cobos

**Members-at-Large**

Pacific Area:  
Qinnan Lin, Clifford Reilly, Kavya  
Shankar, Elizabeth Tipton, Elizabeth  
Vernon,

Sierra Area:  
Susan Bailey, Camille Giglio, Gene-  
vieve Hobson, Betty Faye Kaupalolo,  
Elaine La Rue, Olivia McCaffrey, An-  
naQue Salo,

Southern Area:  
Lila Hummel, Michael Jackson, Marie  
Macias, Detlef Matthies, William Mc-  
Garry, Julius Nagy, Tricia Ngoon,  
Robert Pfunder, Jack-Lynn Sawyer,  
Margaret Wentz

**Out of State**

Laura Arnold

**Webmaster's Report  
H. R. (Bob) Hall**

Information on CSAP's website has been updated as re-  
ceived.

In particular, the convention page and area pages have  
been kept as much up to date as possible.

Look for the latest Convention 2010 information on the Con-  
vention Page as the year progresses.

The new dues amounts for all membership types are posted  
on the Join CSAP Page.

One posting was made on the In Memoriam Page; Shirley  
Kellstrom, Southern Area Secretary, passed away on Febru-  
ary 21, 2010.

The 300 Questions Study Website continues to attract new  
users, with well over 800 different users in the first year of  
"open" operation. The NAP Membership Examiners Commit-  
tee recently changed a few of the 300 questions. These  
changes will be phased into the 300 questions website as  
time permits. The 100 question online membership exam is  
now available for potential members who would prefer to  
take their exam online rather than fill out a paper exam. In-  
terested persons should request information from the NAP  
Office.

Information on the NAP website [www.parliamentarians.org](http://www.parliamentarians.org)  
has been maintained up to date. Online membership re-  
newal for 2010 was activated December 1 and deactivated  
February 28. Members must now renew through the NAP  
Office, and pay a reinstatement fee after March 31. The re-  
vised 300 Questions study list for the NAP membership exami-  
nation is posted on the NAP website for download and  
study.

The quarterly NAP President's newsletter, previously avail-  
able only to members, is now posted on a public page  
(**News->Newsletters and Lessons**). The unit lesson accompa-  
nying each newsletter, previously included in the newsletter  
file, has been stored in a separate file to facilitate its use.  
Public posting of these items makes them available to unit  
provisional members, who may use the lessons for study or  
unit presentations.

## Growth and Service Committee

Normadene Carpenter  
Vice President – G. & S. Chairman

The Growth and Service Committee has had two requests for funds from the Growth and Service Fund since the last Board meeting -- one for \$100 from Sigma Delta (San Diego area) and another for \$100 from Sigma Chi Sigma (Sacramento area). The requests have been submitted to CSAP Treasurer, Norman Golden.

Area Directors (Southern, Pacific and Sierra) have not submitted to this chairman suggestions for members to the Growth and Service Committee.

Contributions to either fund should be mailed to Vice-President Normadene Carpenter, chairman of the G&S Committee.  
700 Forni Road Placerville, CA 95667  
(530) 622-4218.

## 2009-2010 Calendar

### CSAP Board Meetings

June 19, 2010	Burbank
September 30, 2010	Sacramento
October 3, 2010	Sacramento

### CSAP 2010 Convention

October 1-2, 2010	Sacramento
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### Pacific Area Meetings

July 24, 2010

### Sierra Area Meetings

July 3, 2010

### Southern Area Meetings

May 1, 2010  
August 28, 2010

### NAP National Training Conference

August 27-29, 2011	St. Paul, MN
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### AIP Annual Session

July 15-17, 2010	Ontario, CA
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## Southern Area/Theta Unit Lead the Pack in Donations to CSAP Convention Fund

Scott M Burns, President CSAP

As you'll see in page 6, we have an industrious coordinator, a solid core of volunteers, and our early fundraising efforts have already raised \$1,400. Southern Area and Theta Unit started things off with magnanimous donations of \$500 each and Zeta Chi Unit added another \$100. Sierra Area contributed \$250 and we received an individual \$50 contribution from Hiroko Tsuda (Epsilon Unit/Sierra). Several other members have pledged donations. We thank them all for their generosity and they shall be appropriately honored at the Convention.

For many years, Conventions were one of CSAP's income streams -- returning a profit to help fund CSAP's other programs. That is no longer the case. Hotel and meal costs and guarantees continue to escalate while CSAP's membership and convention attendance continue to decline. We are now fortunate when a Convention pays for itself without requiring a subsidy from operating funds. Forty members gave up their memberships this year, roughly 13% -- this follows a 15% decline in membership last year. Although we've gained some new members as well, it has not been enough to offset attrition and CSAP's finances and reserves continue to feel the effects of the approximate 30% decline in dues income. What this all means for the long term is still an open issue that is being discussed by the Board of Directors and will surely be a topic at the Convention itself.

In the meantime, the guaranteed income from this year's unprecedented fundraising effort provides for greater certainty in planning and will help us hold the line on registration fees to encourage greater attendance. It's also a reminder that a successful annual meeting and convention benefits all members of CSAP, even those who may be unable to attend themselves.

Please consider making a contribution. Send your area/unit/personal check to CSAP Treasurer Norman Golden, 1065 East Hillsdale Boulevard Suite 109, Foster City, CA 94404-1688. Make sure you indicate that the donation is for the CSAP 2010 Convention Fund. All contributions are tax deductible.

# New California Law Requires Bylaw Changes for CSAP and Other Nonprofits

## Assembly Bill 1233

Scott Burns, CSAP President

Recent changes to the California Corporation Code will require CSAP and many other nonprofit organizations to review and modify their bylaws. Some changes are consistent with Robert's Rules of Order. Others create inconsistencies that we should be aware of.

### **Nonprofit corporations may no longer have non-voting directors.**

Some organizations give past officers, advisors, or major donors honorary titles that suggest they are a director of the organization even though they have no responsibilities or voting rights. (e.g., "director emeritus," "honorary director," etc.). Some organizations limit or deny voting rights for *ex officio* directors; this is frequently seen when an association's executive director or chief financial officer sits on the board.

**Assembly Bill 1233**, enacted in 2009 and effective January 1, 2010, now provides that the term "director" applies only to those who have been elected (or designated or appointed) to regular board membership and are authorized to vote on actions or decisions taken by the board. Thus, a nonprofit corporation may no longer have non-voting directors. One of the rationales for this change was to clarify that, under California non-profit law, the word "director" has a specific legal meaning with associated legal rights and obligations. For example, knowing which persons are directors and the total number of directors is relevant for determining statutory requirements for quorums and for determining voting majorities or pluralities. It is also very important for determining fiduciary responsibilities and evaluating conflicts of interest.

Neither of the above situations apply to CSAP. However, our Bylaws include the appointed Parliamentarian as a member of the Board of Directors. As *Robert* advises, this is without voting rights. Because of AB1233 we must amend our Bylaws either to remove the Parliamentarian from the Board or give him/her full voting rights or provide a new title that clarifies that the Parliamentarian is not a "director" in the legal sense of the term.

### **Only directors may serve as members of executive or other committees that exercise board power**

AB 1233 also provides that any committee exercising the full authority of the board (e.g. an "executive committee") may not have members who are not also directors of the corporation. Thus, an executive committee that includes non-directors or "non-voting" directors cannot be delegated authority to act on behalf of the board. CSAP's Bylaws also designate our Parliamentarian as a "non-voting" member of our Executive Committee. (AB1233 does not affect advisory committees that make recommendations to the Board or working committees charged with implementing or fulfilling an organization's policies and programs.)

### **Directors may not vote by proxy**

AB 1233 expressly forbids directors from voting by proxy. This is consistent with *Robert*, which prohibits proxy voting unless allowed by the Bylaws.

### **Each director has one vote**

Some nonprofit corporations have given certain directors more than one vote – for example, to account for differences in the size of regions or number of members represented by each director. AB 1233 now prohibits this practice. (Other statutes, such as those that govern homeowner and community associations, may still authorize the practice in specific circumstances.)

### **Bylaws may require specific directors to be present to establish a quorum**

Bylaws may now require the presence of one or more specified directors in order to constitute a quorum and to transact business. This may be useful to nonprofit corporations whose directors represent various constituencies and want to ensure those constituencies are represented when the board takes action.

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## NAP Board of Directors Reports and Actions

David Mezzera, RP - District 8 Director

### **Nonprofit corporations may determine the size of their boards by a formula**

Formerly, a nonprofit corporation's bylaws could specify either a fixed number of directors or a range with a minimum and maximum number. AB 1233 creates a third option by allowing a corporation to determine the number of directors by a formula tied to some objective, measurable factor. (e.g., one director position for every 100 members.)

### **The elimination of a director position may be effective immediately if the motion or resolution so specifies**

AB1233 clarifies that when an organization eliminates a seat on the board, the director currently in that seat may be removed from the board immediately without waiting for the expiration of that director's term of office. This is consistent with *Robert*, but was not the case under the law before.

### **And finally...**

#### **Corporation Code section**

**5039.5:** "The term 'chair' includes "chairperson," "chairman," and "chairwoman." All references in this division to "chairman" shall be deemed to refer to "chair."

### **This article is only a summary of the new law. It is not a legal opinion nor offered as legal advice.**

If you would like further information, you can view AB1233 and related legislative analyses at [www.leginfo.ca.gov](http://www.leginfo.ca.gov).

- The Bylaws Revision Committee plans to have their initial draft of the revised NAP bylaws published for general distribution one month before the NTC (August 27-29) and plans to have a variety of breakout sessions at the NTC for questions and suggestions on different aspects of the revision. That will still allow a full year before the Biennial Convention in 2011 to smooth any rough edges

- The above Committee has created 10 areas of focus that they are using to try to determine how best to revise the bylaws (such as membership classifications, board of directors, committees, districts, credentialing, etc.).

- A Leadership Conference (formerly the Conference of Presidents) will be held prior to the NTC with associations able to send current and potential leaders. In the past, this has been a free workshop, but this year NAP is asking a \$50 fee per participant to help defray its cost.

- There will also be a Professional Development Seminar held prior to the NTC. This will be solely for PRPs with points available toward recertification in an attempt to provide more and better ongoing training for Professional members. The cost for this seminar will be \$125 per participant.

- The name of the Professional Development Course (PDC) has been changed to the Professional Recertification Course (PRC) to better reflect the purpose of the class. Before taking the PRC, a Professional member must have completed 150 points toward recertification and the course will then count for the remaining needed 50 points.

- The 2014 NTC has been approved for Oklahoma City.

- NAP was formed in 1930, which makes 2010 the 80th anniversary of the organization. "80 Years of Excellence" stickers will be attached to all correspondence and envelopes sent from NAP this year. Henry Martyn Robert III was born in 1920, making this the 90th anniversary of his birth. Both of these highlights will be celebrated at this fall's NTC!

"Hot Item": The proposed removal of the 8 district directors off the Board vs. removal of the (4) appointed committee chairs and (3) board directors-at-large. Also, the possibility of establishing a membership level between basic and Registered.

Our District 8 Director promises to keep us informed.