

**Minutes for Division 54 Executive Board
Telephone Conference Call
Ad-Hoc Advisory Group for Revision of Bylaws & Officers' Manual**

September 11, 2007

Members Participating: Christina Adams, Secretary; Alan Delamater, President; Anne Kazak, Past President; Lori Stark, President Elect

Guests Participating: Marti Hagan, Administrative Officer; Kris Morgan, Administrative Officer

The conference call discussion began at 11:11 a.m.

The purpose of this conference call was to discuss proposed changes to the Bylaws and Officers' Manual associated with our Division.

Anne Kazak reported that she has not received many comments or suggestions from executive Board members regarding revisions to the Bylaws (distributed February, 2007) and that those comments received to date generally indicated approval of revised content. However, Anne noted that Lori Stark provided some feedback and had some specific questions.

Anne suggested that as a subcommittee, we discuss each of the proposed changes and any pertinent comments or questions. At the end, we should have a revised document to submit to the executive Board for further comment at midwinter meeting, after which a final version will be sent to APA for comment and approval. As such, the following items or issues were discussed (also see attached document with track changes):

Article II-C: Anne recommended removing the former version of this section and replacing it with a new one. Essentially, this change reflects an update in our vision statement, which already was prepared and approved by the executive Board. Lori asked if we need to get our SPP membership to vote for approval of this change; however, Anne suggested that the change is not substantive and involves no controversial issues, so a vote does not appear to be necessary.

Article-III-C-1: We agreed to remove this specific item because we do not require that an individual have an APA membership to be a member of SPP.

Article-VI-A: The APA Council Representative and three Member-at-Large positions were added to this item. We discussed whether these positions are considered "officers," per se, and decided that they were given that they are elected by the SPP membership. Anne suggested we remove the parenthetical information regarding the specific areas for the Member-at-Large positions because those positions may evolve to cover other areas over time. Consequently, the Bylaws could easily become out of date. We approved the deletion of content within the parentheses.

Article VI-A-4: The group discussed whether we should remove the term limit applied to the office of President. The question of whether we should apply term limits to other offices also was discussed and we agreed not to apply them to other positions. With regard to the office of president, Lori suggested that we place this discussion item on the agenda for the 2008 Midwinter Board meeting, and if supported by the Board, prepare a specific modification to this item for membership vote. We also agreed that we should try to locate minutes from previous meetings that are relevant to the creation of this specific guideline, anticipating that comments may be found in the minutes around the time that the Society changed from a section of Division 12 to its own Division. Alan Delamater asked whether APA has any restrictions, or how other Divisions apply term limits. Marti Hagan reviewed an APA guidebook and did not find anything that indicated that offices could not be filled more than once by the same person. Marti also suggested that we may need to run our changes by APA's legal department.

Action Item: The Executive Board will discuss term limits for the officers, particularly with regard to President, at the 2008 Midwinter Board meeting. Lori will place this item on the agenda.

Article VI-E-1 thru 3: The issue of whether we need to have our treasurer bonded was discussed. Marti reviewed her APA handbook. She could not locate any information stating that we need a treasurer as a required office, let alone information regarding bonding. Anne suggested that APA may still have some guidance on the issue. Kris Morgan said she happened upon comments in the 2000 Executive Committee meeting minutes in Charleston that said that Doug Faust, treasurer, recommended implementing checks and balances in the finance committee, requiring two signatures for checks written in an amount over \$1,000. In the minutes, the Board also mentioned exploring alternatives to bonding, but nothing seemed to come from that suggestion. Anne recommended that we check the August 2000 minutes or Midwinter 2001 minutes. Marti searched for those files and read out loud from the treasurer report. Nothing was noted on the issue of bonding the treasurer. Marti agreed to check into other minutes to see what may have happened to this discussion point. Alan asked if we should just go ahead and delete the requirement of bonding our treasurer, in accordance with Doug's recommendation. Christina Adams mentioned that \$1,000 limit would mean some reimbursement requests, such as travel, would fall into this category. So, we agreed that we could increase the requisite amount to \$1,500 when requiring two signatures. Logistical procedures for securing two signatures were reviewed in the context of how it could impact some time-pressured situations (e.g., paying for APA conference costs). However, it was realized that we need to safeguard large expenditures. Anne also proposed that we check with other APA Divisions to see how they handle this situation. Lori agreed to email Carolyn Ievers-Landis (current treasurer) and David Elkin (treasurer-elect) to ask them to research issues and options with regard to bonding and to provide this information as a report at the 2008 Midwinter Board meeting.

Action Item: Lori will contact Carolyn and David with a request for them to research information with regard to bonding the treasurer. Lori also will place this item on the

2008 Midwinter Board meeting agenda for discussion. Moreover, it was noted that the treasurer should read the finance section of the Bylaws carefully and provide feedback to Christina.

Article VII-A – We decided to retain the item where the past-treasurer remains on the Board of Directors for one year, without a voting privilege, despite this having not been practiced consistently in the recent past. Anne asked if we should include an administrative officer from the central office as part of the Board of Directors and it was agreed that this was not necessary. We approved all other minor edits to this section.

Article VII-I-14: Alan asserted that auditing could imply a formal process. Marti said that she and Carolyn looked into this issue previously and found that it would be costly to have our records audited. It was decided that the statement was vague enough not to require an audit, but also provided an opportunity to do so, if deemed necessary. Thus, we decided to retain the item as written.

Article VIII-E-3: Lori asked if the change regarding associate chair to the program committee needs to be voted upon by the Board or general membership. It was agreed that it does not, so we decided to accept the modification noted.

We then discussed the fact that new Board members should read the Bylaws as part of their orientation. Lori asked whether Kris could alert new members as to what sections are especially pertinent after they have been elected.

Action Item: Kris agreed to assume responsibility for encouraging new officers to read the Bylaws before assuming their office.

Article VIII-E-6: We talked about how the procedures associated with the awards committee have been somewhat confusing. For example, the past president should chair the committee, but such involvement begins in the fall of their term as current president. This person then selects 3 SPP members to serve on the committee. We decided that we should clarify that the awards committee can recommend the creation of new awards, specifying criteria and procedures for execution, which then would be brought to the Board for approval. We agreed that student awards would continue be handled by the relevant Member-at-Large.

Related to this issue, we discussed some of the communication problems with committees, speaking about the Diversity Committee in particular. We discussed how committees are structured, what their time limits are, whether they are currently active or not, and noted that the Bylaws are unclear with regard to their description. Christina suggested we follow a 2-step process of contacting the chairperson of each committee to obtain information with regard to whether they are currently active and when the chairperson's term began and to request that a report be provided in advance of the 2008 Midwinter Board meeting. Lori agreed to contact each chairperson to acquire this information. It was decided that we could then clarify committees at the Midwinter

meeting, determining whether they continue to be necessary, who is involved in them, etc.

Action Item: Lori agreed to email the chairpersons, as recently listed on our roster, and then talk by telephone to obtain key information regarding committee membership and recent activity. Christina agreed to help prepare summary documents that result from this process.

Article VIII-E: We decided not to delete the CE committee at this time, but rather wait to hear the report that Lori obtains. We also talked about whether it would be beneficial for the chairperson of the CE committee to attend our Board meetings, particularly given relevance to regional and national conference planning.

Article IX-B, C, D: The nomination process was clarified by Anne's revision. We will delete the part about writing in names, because APA sends out ballots and they no longer permit members to write in names. We also decided to delete the part about choosing the person with greatest number of nominations to run for election, as the Division permits Members to run if they have at least 10 nominations.

Article XI-A: We reviewed the wording of this item and agreed with its current content.

As a last point, it was decided that Christina would incorporate Board Members' feedback on the content of the Officers' Manual and circulate this edited document to members of this conference call for review. At that point, it will be decided if another conference call is necessary or if the manual simply can be submitted to the Board prior to the 2008 Midwinter Board meeting for discussion and approval.

Action Point: Christina will revise the Officers' Manual based upon feedback received and circulate via email the revised copy to members of this conference call.

The conference call ended at 12:55 p.m.

Respectfully submitted,
Christina D. Adams
Secretary