

To: NADE Board of Directors

From: Stephanie Wilson

Date: August 29, 2017

Subject: NADE Old Board Meeting Minutes

Detroit, Michigan

August 13, 2016

1. **Call to Order:**

 NADE President, Tonya Scott, called the NADE 2047 Old Board Meeting to order.

Members Present: Tonya Scott, Jennifer Pounds, Marcia Shantz, Marjorie Garcia, Tena Fleming, Jeff Price, Ayanna Conley, Julie Kujath, R. Todd Deshong, Melissa Williamson, Sara Winn, Jennifer Nottingham, Trish Chaplin, Sharon Summers, Billie Thomas, Meredith Rogan, Stephanie Wilson.

 Absent: Alice Rich

**II. Recognition of Guests:**

Rosalinda Turk (Olympia, WA)

**III. Acceptance of Proxies:**

Bruce Smith of OKADE designated their proxy to Billie Thomas

Tara Ackerman of WADE (Wyoming) designated their proxy to Crystal Bach

Courtney Olivia of BRADE designated their proxy to Reaina Robinson

Suzanne Scott of ARKADE designated their proxy to Nikki Cruse

Laurie Blakely of NADE (Nevada) designated their proxy to Jennifer Ankton

Pamela South of Pacific-56 designated their proxy to Rosalinda Turk

Doreen Dawson of 49-SoDADE designated their proxy to Crystal Bach

James Whitney of ORADE (Oregon) designated their proxy to Marjorie Garcia

Mary Dumars of Louisiana-21 designated their proxy to Billie Thomas

Thomas Gautier of THADE NC designated their proxy to Jeff Price

Kevin Dudley of MADE-31 designated their proxy to Roberta White

Courtney Jordan of AZ-05 designated their proxy to Grant Gajkowski

Carolynn Parsons of Great Plains designated their proxy to Trish Chaplin or Stephanie Wilson

Avis Yolanda Phipps from GADE designated their proxy to Ayanna Conley

Anna Martinez from Springfield MADE designated their proxy to Julie Kujath

Richard Burk from Colorado designated their proxy to Jennifer St. Onge

Alice Rich of NJ designated their proxy to Tonya Scott

Dr. Sharon Bland-Brady of Great Lakes designated their proxy to Crystal Bach

**IV. Review of the Agenda, Additions, Deletions, Approval:**

No additions or deletions were made. Julie Kujath made a motion to accept agenda and Jennifer Pounds seconded motion. There was no discussion. Motion carried.

**V. Minutes of Previous Meeting:**

Jennifer Pounds made a motion to dispense the reading of minutes for the previous meeting. Julie Kujath seconded the motion. There was no discussion. Motion carried.

**VI. Speaker Assignments (NADE Training Conference Speakers):**

1. Nancy Berryhill, Acting Commissioner, SSA: Melissa Williamson
2. John Owen, Associate Commissioner, ODD: Sarah Winn
3. Debbie Harkin, Senior Advisor to Associate Commissioner, DCO/OFDD: Jeff

 Price

1. Gale Stallworth-Stone, Acting Inspector General: Todd Deshong
2. Tele-Health Consultative Examinations: Tony Gallegos
3. Jen Elder (SOAR Presentation): Marjorie Garcia
4. Dennis Liegghio (Suicide Prevention): Marcia Shantz
5. Syed Ashan (Vascular Medicine): Marcia Shantz
6. Julie Mavis (DDS/FO Collaboration: Grant Gajkowski
7. DCPS SSA Video Conference: Trish Chaplin
8. Teresa Zwololan (Cochlear Implant): Sabrina Sterschuss
9. Mira Kirshnan (Autism Assessment): Billie Thomas
10. Lindsay Shull (Living in Poverty): Meredith Rogan
11. Justin Minyard (Boston Scientific): Trish Chaplin
12. MOTTEP Minority Organ Tissue Transplant: Ayanna Conley
13. Dr. Jan Lewis (Listing 13.07 is a Person): Carrie Langholz
14. Olubulola Nufin (Childhood Obesity): Ayanna Conley

**VII. Review of 2017 End Year Reports:**

Motion was made by Todd Deshong to forgo review of reports. Motion was seconded by Marcia Shantz. There was no discussion. Motion carried.

**VIII. Old Business:**

1. Tax Status:

Julie reported that Minnesota has an EIN#. Todd reports we are at 99% of goal, there needs to be a few more signatures and paperwork will be sent to IRS. NADE will now be incorporated in WA, wording will need to be changed in the by-laws from OK to WA. A new copy of the by-laws will be presented to membership and then placed on the website. Jeff Price confirmed in 2014 that general membership voted in 2014 to change this. It was discussed that membership will still need to be alerted and we need to determine the best way to do that. It was decided that it would be brought up in the general membership meeting.

1. NADE Website:

Jennifer Pounds gave the Board a history of website issues and her recent communication with Amanda Underwood. Amanda reports that CHE files are causing the website to be slow. We were on a shared server and are now on a private server. The problems we were having with membership reports are now fixed. The website issues have nothing to do with emails not working. Amanda was approved for 10 hours for $50 an hour and submitted a bill for all 10 hours. Tena Fleming indicates that there is still an issue with being unable to access support staff forum. Julie Kujath indicates that there is still money in the budget for the website. Jennifer Pounds asked that we let her know of any additional concerns with the website and she will discuss with Amanda. Melissa Williamson reports that when members renew, they are creating different profiles instead of logging in, which is causing problems with emails regarding renewals. Amanda recommended an automatic renewal, by credit card or PayPal. Jennifer Pounds brought up that some people retire mid-year, which would result in a membership cost change. Jennifer Nottingham asked for clarification as to why signing in was needed. Julie Kujath indicated that NADE wanted a secured website for membership to see minutes or view membership. There was discussion about the option to sort members by chapters, offices getting through the firewall, and another payment option besides PayPal. There was also discussion regarding automatic charge vs members and chapters wanting to pay by checks and receiving paper notices for renewal. It was mentioned that chapter presidents communicate with their members about renewal and helping members explore their options. There has been difficulty with continued communication with retirees. Jennifer Pounds made a motion that we not go to an auto renewal process. Julie Kujath seconded. No discussion. Motion carried.

1. Update on NADE Conference 2018:

Meredith reports that they now have a bank account and the treasurer is Andrew Williams. They have a website as well, <http://2018nadeconference.weebly.com>/ Registration cost will be $200 for members and $260 for non-members (early bird) or $250 for members and $300 for non-members after 6/15/17. They have committees in place, are working on speakers, and looking into excursions. Julie recommended that they send out vendor solicitations. Hotel rate will be $124 for a double at Holiday Inn in Arlington/Rosalind. Hotel has a free airport shuttle from Reagan National. It was recommended that MI mentor VA for conference. Jennifer Nottingham recommended that conference committee call on past hosts for help. Tena Fleming mentioned that the CCP Services Handbook has extensive information.

**IX. New Business:**

 A. Future Conference Dates-Trish Chaplin:

Trish indicated that the week we have been having conferences has not been good for chapters in the Midwest as kids typically go back to school this week. In the past, there have been conferences in September and October. In 2013, we started using this week. There have been no regional conferences in the Midwest since 2012. She urged that future conferences be scheduled earlier or later in August. Jennifer Pounds indicted that the reason it was changed from September was due to the end of the fiscal year. There was discussion about moving it to October but it was pointed out that this didn’t seem viable due to budgets. Jeff Price indicated that the attendance of SSA employees varies from year to year but we may need to look at July. He suggested that the hosts be allowed to do what is best for them.

1. NADE By-laws:

Report addressed changes in by-laws. What the attorney asked us to do would be costly. Chapters can be umbrellaed under NADE tax status. Todd will be the registered agent under the state of WA. Jennifer Nottingham asked about chapters that start becoming active but can’t pay the $50 to register, can that be incorporated under NADE? Julie Kujath indicated that we could address those situations case by case, should they occur. Todd indicated all chapters should be incorporated in their state as a non-profit, have their EIN#, and file a 990. The Board will not dissolve inactive chapters but will keep empty chapters for the future. Julie confirmed that those chapters will not be in good standing but necessary steps can be taken for them to be included under umbrella again. The Board will be unable to keep those chapters in good standing as we cannot file the 990 for them. There will be no liability on NADE for these chapters. Todd indicated that there will need to be an Articles of Incorporation for each state. Most states have their own. This is the skeletal structure of the intent of the organization. There will also need to be by-laws, which are the day-to-day procedures or business process. Chapters will need to their Secretary of State website and fill out those documents for an EIN#. They will then go to the IRS website and apply with them.

1. Regional Directors:

There need to be clarification of term limits. SSA has funded individuals to attend conferences. Attendees and members need to do their duty and attend meetings for quorum for elections. There was a question as to why we continue to have regional by-laws when there are no regional conferences. Todd indicated that if SSA is funding a member to come to the conference, we need their participation in regional caucuses and membership meetings. It was mentioned that some regions have disbanded their boards but that was up to the members of that region. By-laws indicate that Regional Directors can run for two consecutive terms but it was agreed that it doesn’t mean they can never run again.

1. Proxies:

There was discussion that there are times when board members are unable to attending meetings. If a region is having elections, the person needs to make plans to be at the conference or have arrangements in place if you are elected, a proxy needs to be assigned to someone. Members that are elected into positions should plan to stay for the New Board meeting. It was discussed that there has been a failure on the part of chapter presidents for getting proxies to the meeting for distribution. A proxy is the chapter vote for the eligible amount of members. The proxy needs name of the chapter president, who they give their vote too, and who they are voting for if known. If the person they are voting for is not listed, then it is the proxy holder’s choice. A proxy is needed for the general membership meeting, board meeting, CCP, regional caucuses, and one for the proxy holder to keep. The secretary or member chair needs to document how the proxy is received. In case of a contested election, the membership chair and election chair should be present at the count.

1. Regional By-laws and Regional Political Structure:

Todd expects to have information from regional caucuses at New Board. A template will be created for the regions to fill out. Jennifer Nottingham suggested that a couple of regions may need to be combined due to low membership. For example, NE Region with Mid-Atlantic Region. It was questioned as to what would happen if these chapters would increase their memberships after being combined. Concerns with a specific region were discussed and having quorum at their elections. A motion was made by Jennifer Pounds that the current regional director, or whoever has their proxy, needs to verify with the current membership chair that the region has a sufficient number of members or proxies to have a quorum prior to the regional caucus elections. Marjorie Garcia seconded the motion. Motion passed.

1. State Chapter By-laws:

Todd will produce templates by October 1, 2018, for chapters and regional.

1. Elections:

Todd reiterated that it was important for RDs to get communication to the general membership and remind the general membership of their duty to attend meetings and participate in elections.

X. **Action Items:**

Articles are due to Sarah Winn on 9/8/17. Todd Deshong will provide by-laws template by 10/1/17.

Tonya Scott, President, adjourned meeting.

Meeting Minutes Submitted by: Stephanie Wilson, NADE Secretary

Meeting Minutes Approved by: