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MINUTES
OF THE
ALPHA PHI OMEGA
NATIONAL BOARD OF DIRECTORS MEETING
ADAM'S MARK HOTEL
DENVER, CO
July 17, 2004

Presiding: Mr. Bobby Hainline, National President

Mr. Bobby Hainline brought the meeting of the National Board of Directors of Alpha Phi Omega to order at 8:30 a.m., July 17, 2004, in the Denver, CO, Adam's Mark Hotel.

Invocation: Mr. Belton Lim

Roll Call: Mr. Robert J. London, National Executive Director

Bobby Hainline	W. Brant Warrick, J.D.
Maggie Katz	Erica Roberts
Lisa M. Covi, Ph.D.	Kevin Simpson
Julie Moore, Ph.D.	David Corning
Carla Moran	Bob Barkhurst
Ed Richter	Stan Carpenter, Ph.D.
Keith D. Roots	James L. Chandler
Elizabeth Tom, MD	Dave Emery
Marilyn Mims Dow	Lorin Jurvis
Craig Muckle	Wilfred M. Krenek
Jamie Conover	Robert J. London
Kim Francis	Jack A. McKenzie
Thomas Strong	Gerald A. Schroeder
Michael Leahy	Warren Weidman
Belton Lim	

Also in attendance were: **Judy Mitchell**, Director of Chapter Services at the National Office; **Sandra Ferguson**, Development Director at the National Office; **Linda Secrist**, Accountant at the National Office; **Schona Evans**, Administrative Assistant at the National Office; **Dave O'Leary**, National Scouting and Youth Services Chair; **Rob Coop**, Mu Chapter Advisor, ARIVD Committee and National Convention Sergeant at Arms; **Lisa Prestholdt**, Alpha Gamma Chapter Alumnus and Section 52 Staff; **Mike Nathan**, Iota Rho Chapter Advisor, BSA Liaison, National Scouting and Youth Services Committee and Past Region IV Director; **Laura Fowler**, Mu Mu Chapter, Delta Iota Chapter Advisor, Gamma Zeta Chapter Advisor, and ARIVD Committee; **Mark Stratton**, Delta Xi and Tau Omicron Chapters and National Convention Legislative

Director; **Ellen Kranzer**, Alpha Chi Chapter and Region I Staff; **Brittany Rectenwald**, Delta Theta Chapter; **Jenn Harvey**, Mu Pi Chapter, 2004 National Convention Secretary, Past Chapter President; **Jim Hahn**, CFRE, Leadership Development and Marketing Committees; **Franklin Brodsky**, Service and Communication Committee, CRT; **Amber Secrist**, Beta Eta Chapter, National Convention Opening Ceremonies Chair; **Kegan Baird**, Gamma Theta Chapter, 2004 National Convention Coordinator; **Stephanie Barkmeyer**, Epsilon Xi Chapter, Section 30 Chair; **Galen Carter**, Delta Mu Chapter, Section 34 Chair; **Carolyn Houser**, Mu Pi Chapter, National Hosting and Information; **Chris Meschuk**, Gamma Theta Chapter, 2004 National Convention Chair; **Kari Logan**, Delta Pi, ARIVD Committee; **Bill Kuhfal**, Alpha Omicron Chapter Advisory Chairman; **Ginny Combs**, Omicron Chapter, Section 21 Chair; **George Kober**, Alpha Psi Chapter, Finance Committee, Internal Volunteer Development Committee; **Jack Dostal**, Eta Zeta Chapter, Section 7 Chair; **Fred Heismeyer**, Beta Rho Chapter, Alumni Relations and Internal Volunteer Development Committee, Leadership Development Committee and Diversity Inclusion Subcommittee; **John Clark Sparks**, Mu Gamma Chapter; **John Wetherington**, Alpha Phi Omega Endowment Trustee

APPROVAL OF THE MINUTES

Dr. Moore moved, seconded and passed approval of the Minutes of the February 7, 2004, Board Meeting.

Mr. Leahy moved, seconded and passed approval of the actions of the Executive Committee from the May 16, 2004, Teleconference Call.

APPROVAL OF THE AGENDA

Mr. Richter moved, seconded and passed as amended the adoption of the agenda.

NATIONAL STRATEGIC PLAN

Ms. Katz thanked everyone for their participation in discussing the Fraternity's priorities and goals.

Specific updates were provided in written reports that are a part of the official minutes maintained at the National Office.

ACTION ITEMS

EXECUTIVE SESSION

Ms. Katz moved, seconded and passed that the Board of Directors enter into executive session to discuss the annual performance evaluation of the National Executive Director.

Mr. Roots moved, seconded and passed that the Board of Directors rise from executive session.

Mr. Roots moved, seconded, and passed that the Board of Directors ratify the decision made during executive session regarding the continued employment of the National Executive Director for the 2004-2005 fiscal year. Mr. Roots abstained.

APPROVAL OF THE 2004-05 BUDGET

Mr. Leahy moved, seconded and passed the approval of the 2004-05 budget. Mr. Roots abstained.

APPROVAL OF EMPLOYEE BENEFIT PLAN

Mr. Roots moved, seconded and passed the adoption of the Employee Benefit Plan. Mr. Roots abstained.

APPROVAL OF LEADERSHIP FUND TRANSFER

Mr. Roots moved, seconded and passed that the National President be authorized to transfer from the Leadership Fund \$135,000 to the Endowment Trust once a payout policy is agreed to by both entities. Mr. Roots and Mr. Krenek abstained

ESTABLISHMENT OF 2004-05 MEMBERSHIP GOALS

Mr. Richter moved, seconded and passed that the Board of Directors establish the following Membership Goals for Fiscal Year 2004-2005:

Pledges -- 9,328

Initiates -- 7,833

AAMD -- 9,069

Ms. Moran abstained.

REPORT OF THE 2004 FALL PLEDGE CLASS NAMESAKE COMMITTEE

Ms. Katz moved, seconded and passed the approval of the Pledge Class Namesake Committee recommendation for the Fall 2004 Pledge Class Namesake Honoree, Togo D. West.

APPROVAL OF LIFE MEMBERSHIP ON THE BOARD REPORT

On behalf of the Committee Reviewing Life Membership on the National Board of Directors, Mr. Krenek moved, seconded and passed that the Board of Directors propose legislation at the 2004 Convention to change the National Bylaws to read:

ARTICLE VI-NATIONAL BOARD OF DIRECTORS

SECTION 2. MEMBERS OF THE NATIONAL BOARD OF DIRECTORS. The National Board of Directors shall consist of the following elected Members: National President, National Vice President, six Program Directors, and eleven Regional Directors, and the following ex-officio Members: National Executive Director, the National Legal Counsel, the National Archivist, the International Relations Director, Past National Presidents, Life Members of the Board, and a representative of the National Council of the Boy Scouts of America. The ex-officio Members shall also serve as advisors to the Board and assume responsibility for special assignments on appointment by the National President. Each Member of the Board shall have one vote at meetings of the National Board of Directors, except for the National Executive Director, the National Archivist, and the National Legal Counsel, who shall have voice, but no vote. **Past National Presidents and Life Members of the Board may elect Emeriti status with voice but no vote.** Unless a voting Member of the National Board of Directors is appointed to serve as International Relations Director, the International Relations Director shall have voice but no vote.

Further, the following amendment to the Board Policy Manual was endorsed for the Board's consideration if the proposed Bylaw amendment is adopted by the 2004 National Convention:

BOARD POLICY MANUAL-POLICY III

Section 20. Past Presidents, Life Members of the Board and Emeriti Board Members.

Past National Presidents and Life Members of the Board are encouraged, but are not required, to attend at least one regularly scheduled meeting of the National Board of Directors each year. At their choosing, Past National Presidents and Life Members of the Board may elect to become Emeritus Board Members, having voice but no vote, by notifying the National President or the National Executive Director in writing of the desire to become an Emeritus Board Member. The National President will annually poll the Past National Presidents and Life Members of the Board and shall inquire as to whether each desires to continue as voting members of the Board or desires Emeritus status.

LEGISLATIVE PROCESS TASK FORCE COMMITTEE REPORT UPDATE

On behalf of the Legislative Process Task Force, Mr. McKenzie moved, seconded and passed to rescind the Board's February 8, 2004 approval of the Task Force's recommendation that the right to submit resolutions and directives to the National Convention be limited to certain groups within the Fraternity (such as Chapters). Mr. Schroeder abstained.

On behalf of the Task Force, Mr. McKenzie moved, seconded and passed approval of the following proposed Bylaw amendments to implement Task Force recommendations adopted by the Board on February 8, 2004:

SECTION 2. PROCEDURE FOR AMENDMENT.

Only Chapters in Good Standing, Alumni Associations recognized in accordance with Article XII, Section 2 of these bylaws, Sectional and Regional Conferences, National Committees as defined in Article VII of these bylaws, and the National Board of Directors shall have the right to submit proposed amendments to the Articles of Incorporation, National Bylaws, Standard Chapter Articles of Association, Rituals, Ceremonies, Insignia, or Toast Song. The eligibility to submit proposed amendments shall be verified by the National Executive Director or his or her designee at the time the proposal is submitted. Proposals must be sent to the National Executive Director in writing or electronically at least ninety (90) days before the first legislative session of the next National Convention. All **qualifying proposals shall be submitted by the National Executive Director to the Chapters and the National Board of Directors at least eighty (80) days before the first legislative session of the next National Convention. Any corrections to the text of proposals must be submitted to the National Executive Director in writing or electronically at least sixty (60) days before the first legislative session of the next National Convention. All text or omission corrections of proposals must be submitted by the National Executive Director to the Chapters and the National Board of Directors at least fifty (50) days before the first legislative session of the next National Convention. If there are no corrections, the National Executive director must send notification of this to the Chapters and to the National Board of Directors no later than fifty (50) days before the first legislative session of the National Convention.**

Written testimony pertaining to any proposal may be submitted to the National Executive Director no later than the opening session of the Convention. Fifteen (15) copies shall be provided. The National Executive Director shall be responsible for transmitting such testimony to the appropriate **Reference** Committee.

All proposals **that were properly** submitted shall be considered by an appropriate **Reference Committee** prior to the opening of the legislative session of the convention. Such committee shall determine the proposals to be placed on the agenda of the legislative session of the convention. Such committee shall also have the power to propose amendments to lesser documents to maintain consistency with proposals made to superior documents.

Proposals **considered by a Reference Committee but** not placed on the agenda **of the legislative session** of the convention may be brought to the floor only by a petition signed by all of the **voting** delegates present from five Chapters.

Mr. McKenzie moved, seconded and passed for the Board of Directors to propose the legislation of attachment 1.2 and 1.3 at the 2004 Convention meeting.

SECTION 7. TIME AND PLACE. The National Convention shall be held biennially in even numbered years. The time and place for each convention shall be brought as a motion by a reference committee and presented for ratification by the delegates ...

[Text not affected by the proposed amendment has been omitted.]

All bids for proposed sites for National Conventions shall be submitted in writing to the National Executive Director **no later than July 1** before the first legislative session of the next National Convention; only those bids which meet the Fraternity's minimum prescribed criteria shall be submitted by the National Executive Director to the Chapters and the Board of Directors at least eighty (80) days before the first legislative session of the next convention.

In the event that, between the time of the National Convention and the time of the negotiation of a contract with a hotel in the chosen host city, an agreeable contract cannot be made, the National Board of Directors will have the option of choosing a substitute host city from among those cities which submitted bids at the National Convention. If no other cities submitted bids, then the National Board of Directors will have the option of choosing any city within the same convention area.

SECTION 1. ELECTED NATIONAL OFFICERS. The National Convention shall elect the following National Officers to serve for a term of two years or until their successors shall have been elected and qualified: National President, National Vice President.

The National Convention shall also elect six Members to the Board of Directors as Program Directors to serve for a term of two years or until their successors shall have been elected and qualified.

The National President, National Vice President and Program Directors shall be nominated and elected in accordance with the procedures established in the Standing Rules of the National Convention and shall begin their term of office upon adjournment of the final legislative session of the National Convention at which they are elected.

SECTION 2. REGIONAL LEADERSHIP. The Regional Director shall be the administrative director of the Region represented. The Regional Director shall enforce due observance of the National Bylaws and Standard Chapter Articles of Association, and shall maintain the standards of the Fraternity throughout the Region.

The Regional Director shall facilitate communication among Chapters and Sections within the Region and between the Chapters and Sections in the Region and the National Office. Regional Directors are responsible for developing and implementing activities to meet the components of

National Goals for their respective Regions and have responsibility for maintaining a positive relationship with university faculty and staff of the Region on behalf of the National Fraternity.

For administrative purposes, Regional Staff Members may be appointed by the Regional Director to serve concurrently with the term of the Regional Director. The Regional Director shall define their duties.

Nomination and election of Regional Directors shall take place in Regional Meetings at National Conventions **in accordance with the procedures established in the Standing Rules of the National Convention.** Only registered delegates entitled to vote, representing Chapters within the appropriate region, may nominate and elect their Regional Director. **Regional Directors' term of office shall begin upon adjournment of the final legislative session of the National Convention at which they are elected or upon their election, whichever is later.** Regional Directors may be impeached pursuant to Article VI, Section 9.

Note: Implementation of the Task Force's recommendations regarding nominations and elections was incorporated into the proposed Standing Rules for the 2004 Convention adopted later in the meeting. The Board also endorsed the Task Force's "Attachment 1.5" recommendations affecting policies and procedures and instructed the National Executive Director to distribute those recommendations to the appropriate officers or committees for follow-up.

ADVISOR VOTING AT CONVENTION

On behalf of the Task Force Reviewing Advisor Voting at Convention, Mr. Leahy moved, seconded and passed that the Board of Directors propose legislation at the 2004 Convention to amend the National Bylaws to read:

ARTICLE IV

SECTION 1. MEMBERSHIP. The supreme authority of the Fraternity, consistent with the provisions of the Bylaws, shall be vested in the National Convention composed of the Members of the National Board of Directors, the Sectional Chairs or designees, two delegates from each Chapter who shall be Active Members or Chapter Advisors, one Alumni Voting Delegate from each region, and two delegates from each Petitioning Group who shall be Petitioning Members or Petitioning Group advisors. **Advisors may only serve as delegates if no Active or Petitioning Members from the Chapter or Petitioning Group are registered at the Convention.** Other Members of the Fraternity may observe but may not participate in floor debate. Members who have not been initiated shall not be allowed to observe debate over rituals.

ADOPTION OF THE CONVENTION ALCOHOL POLICY

Mr. Roots moved, seconded and passed adoption of the 2004 National Convention Alcohol Policy.

NATIONAL CONVENTION ALCOHOL POLICY

(Reconfirmed by the National Convention Delegates on December 27, 2002, in New Orleans, Louisiana)

"All Brothers of Alpha Phi Omega are responsible for compliance with laws regarding alcohol consumption;

No alcoholic beverages will be served or consumed at Convention functions (i.e. dances, casino nights, talent shows, regional or sectional meetings, etc.);

No alcoholic beverages in open containers will be transported or consumed in common or public areas of the hotel (i.e. halls, lobbies, elevators, etc.) excluding bars open to the public;

Violation of local laws or hotel regulations while under the influence of alcohol will be viewed as a violation of the Fraternity's Convention Alcohol Policy."

ADOPTION OF THE 38TH BIENNIAL CONVENTION STANDING RULES

Ms. Katz moved, seconded and passed the adoption of the proposed 38th Biennial Convention Standing Rules as amended. (Note: These proposed Standing Rules incorporate changes recommended by the Legislative Process Task Force and approved by the National Board on February 8, 2004.)

DECLARATION OF INACTIVE CHAPTERS

On recommendation of Mr. Richter, and pursuant to Article IX, Section 7 of the National Bylaws, the President declared the following chapter's charter null and void:

Region IV/Section 70 – Upsilon Alpha Chapter, Austin Peay State University

REORGANIZATION OF CRITICAL CHAPTERS POLICY (JUMP START)

Mr. Richter moved, seconded and passed that the Jumpstart Program be further refined by said committee and be presented at the February 2005 Board of Directors meeting.

ADOPTION OF REGIONAL REALIGNMENT PLAN

On behalf of the Regional Realignment Task Force, Mr. Leahy moved, seconded and passed that the Board of Directors proposes legislation to amend the National Bylaws Article XI Section 1 (3):

Chapters involved in any change shall be notified in writing at least eighty (80) days **before the first legislative session of the next National Convention.**

LONG RANGE PLAN

On behalf of the Regional Realignment Task Force, Mr. Leahy moved, seconded and passed that the National President shall appoint a committee to study the following topics and matters related and relevant to the National Board of Directors:

- The function and the purpose of the Board
- The structure and composition of the Board
- The responsibilities of individual members of the Board
- The size of the Board in general and the number of Regional Directors in particular
- Any strategic and long-range planning efforts

Further, that the committee be composed of a number of members of the Fraternity as is reasonably necessary to meet the scope of this directive, to include the following:

- The National Executive Director
- The National Legal Counsel
- At least one Past National President

Further, that the committee shall issue a report of its findings and any recommendations it believes appropriate related to its change. The report is due to the National President no later than January 7, 2005.

President Hainline appointed Mr. McKenzie and Mr. Krenek as initial members of this committee, with Mr. McKenzie to serve as Chair.

AUTHORIZATION OF BOARD ELECTRONIC VOTES

Ms. Moran moved, seconded and passed the authorization of the Board of Directors to use electronic means for the approval of the Endowment Trustee nomination.

PROPOSAL TO REVISE TOAST SONG

Mr. Simpson moved, seconded and passed that the Board of Directors proposes legislation that the Toast Song to be changed from “Men of” to “True to”. Dissenting votes: Mr. Lim, Ms. Francis, Ms. Conover and Mr. Strong.

CHAPTER ADDRESSES

Dr. Tom moved, seconded and passed amending the National Bylaws Article IX- Chapters:

Section 11. **CHAPTER PERMANENT MAILING AND ELECTRONIC MAIL ADDRESS.** Each Chapter shall maintain a post office box or other permanent Chapter mailing address **and a permanent Chapter electronic mail address.**

Dr. Tom moved, seconded and passed amending the Standard Chapter Articles of Association:

ARTICLE XII – PERMANENT MAILING ADDRESS

This Chapter shall maintain a post office box or other permanent Chapter mailing address **and a permanent Chapter electronic mail address.**

INFORMATION ITEMS

NATIONAL VOLUNTEER CONFERENCE

Dr. Moore informed the National Board of Directors of the schedule and events for the National Volunteer Conference

NATIONAL OFFICE DATABASE

Mr. London updated the Board on the National Office Database.

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2004 CONVENTION PLANNING COMMITTEE

Mr. Baird and Mr. Meschuk informed the Board on the progress of the 2004 Convention Planning Committee.

2006 LOUISVILLE BID PRESENTATION

Brittany Recktenwald presented to the Board a bid for the 2006 National Convention in Louisville, KY.

DSK COMMITTEE

Mr. Hainline appointed Mr. Krenek to chair of the National DSK Selection Committee. The following written reports submitted for this meeting are part of the official minutes maintained at the National Office.

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National President
National Vice President
National Executive Director
Leadership Development Director
Alumni Relations and Internal Volunteer
Development Director
Service and Communication Director
Membership and Extension Director
Finance and Operations Director
Marketing Director
International Relations Director
Region I Director
Region II Director
Region III Director
Region IV Director
Region V Director
Region VI Director
Region VII Director
Region VIII Director
Region IX Director
Region X Director
Region XI Director
Scouting and Youth Services Committee
Endowment Trustees Status Report
Legislation Task Force
Media and Technology
Life Membership on the Board Committee
Regional Realignment Task Force
Advisors Voting at Convention Task Force

TIME AND PLACE

The next meeting of the Board of Directors will be December 30, 2004, at the Adams Mark Hotel, Denver, CO, and February 3-6, 2005, at the Marriott, Kansas City Airport.

ADJOURNMENT

The meeting was adjourned at 5:45 p.m.

Respectfully Submitted:

Bobby M. Hainline
National President

Robert J. London
National Executive Director