Minutes: NASS Executive Board Meeting
12:00 PM - 2:00 PM
July 14th, 2016
Nashville, TN

Participants:
NASS President: Hon. Tom Schedler, LA
President Elect: Hon. Denise Merrill, CT
Secretary: Hon. Mark Martin, AR
Past President: Hon. Elaine Marshall, NC
Eastern Region Vice President: Hon. Jim Condos, VT
Southern Region Vice President: Hon. Brian Kemp, GA
Midwestern Region Vice President: Hon. Connie Lawson, IN
Western Region Vice President: Hon. Linda McCulloch, MT
Member at Large (ACR Liaison): Hon. Matt Dunlap, ME
Member at Large (NPA Liaison): Hon. Al Jaeger, ND

Secretary Schedler called the meeting to order at 12:00PM.

Secretary Hargett provided a financial report on the NASS 2016 Summer Conference in Nashville. He noted that there are 60 conference sponsors and that total sponsorship revenue is approximately $212,000. He said that total revenue is about $312,000, and the projected surplus after expenses is approximately $50,000. He noted that his staff has worked hard to plan a great experience for attendees, and provided an overview of the various events and activities during the conference.

Secretary Schedler expressed appreciation on behalf of the Executive Board for the efforts of Secretary Hargett and his staff and said he looked forward to a successful conference.

Secretary Schedler provided an overview of the issues to be discussed during the conference and noted that many states are focused on preparations for the 2016 election.

NASS Executive Director Leslie Reynolds provided a report on the May 2016 financials and noted that overall the financials are strong. She said NASS had a net income of about $45,000, and said this was in part due to a $90,000 surplus from last year's summer conference in Maine. She said that NASS raised about $5,000 from the two forums held this spring on technology and communications, but noted that the main focus of the forums was to inform and educate members and state staff as opposed to revenue generation. She added that NASS has several new corporate affiliates, and noted that Hawaii recently became a NASS member. She also mentioned that NASS continues to engage Virginia and New York about becoming members.

Action Item:
Secretary Dunlap moved to accept the May 2016 NASS financials. The motion was seconded by Secretary Kemp and passed unanimously.

Secretary Merrill provided an overview of the NASS 2016/2017 proposed budget. Director Reynolds noted that the budget includes funding to make improvements to the NASS website. She also noted that rent for the NASS office increased because of renovations. She added that the budget reflects $15,000 in anticipated revenue from a NASS symposium in 2017.

Action Item

Secretary Lawson moved to accept the NASS 2016/2017 proposed budget. Secretary Marshall seconded the motion and it passed unanimously.

Executive Director Reynolds expressed concern about NASS' role as a member of the Steering Committee for the National Voter Registration Day (NVRD) initiative. She said the Steering Committee is a decision making body and this puts NASS in a difficult position when asked to provide input and feedback as an organization that represents a diverse membership. She added that the Steering Committee role requires that NASS ensure that NVRD activities are non-partisan and won't reflect poorly on NASS or its members, but this requires a lot of time and effort, and ultimately NASS has no control over the Steering Committee decisions. She said that based on these concerns the Steering Committee role may not be appropriate for NASS. She said despite the concerns about the Steering Committee role, the NVRD effort is a good cause, and noted that individual members could still participate on the Steering Committee if they choose. She also noted that NASS has a resolution supporting NVRD and will continue to recognize and promote NVRD efforts. She has discussed with Secretary Simon and Secretary Merrill (AL), the current NASS representatives on the NVRD Steering Committee, her concerns and the prospect of relinquishing NASS' role on the Committee, and both indicated that they were okay with that decision.

Action Item

Secretary Dunlap moved that NASS relinquish its role on the National Voter Registration Day Steering Committee. Secretary Condos seconded the motion and it passed unanimously.

Executive Director Reynolds said that the current NASS contract with the JW Marriott for the winter conferences in Washington D.C. expires after the 2017 winter conference and the JW Marriott has said they won't be able to accommodate the NASS winter conference from 2018 through 2020. As a result she said NASS has been looking at other potential winter conference sites. She noted that NASS meeting and events planner Stacy Dodd has looked at several locations and suggested the Fairmont Hotel on the outskirts of Georgetown as the best option based on a variety of factors including meeting space and location, room rates, and concessions. She said she wanted to make the Board aware of the situation before NASS takes any action on a new contract. The Board expressed that based on the NASS staff's experience in planning conferences and evaluation of the various options, they were comfortable with NASS staff making the determination of which hotel to sign a contract with after 2017.

Executive Director Reynolds noted that the current NASS hotel contract includes accommodations for NASED which meets concurrently with NASS during the winter conference. She said one challenge with this arrangement is that NASS has to spend time and effort resolving issues that arise pertaining to NASED, but the priority for NASS is its own members. As a result she suggested having NASED negotiate and sign a separate contract with the hotel. Several members expressed that NASED should be resolving

its own issues with the hotel and that this might be something to address with them before deciding whether to ask them to sign a separate hotel contract. They noted that members of the Executive Board can discuss these concerns with NASED during the conference, and if the situation can't be resolved after discussing with NASED then the membership could decide whether NASS should sign hotel contracts separate from NASED.

Secretary Schedler said that NASS is planning to hold another symposium in 2017, and asked if the Board had any ideas for suggested topics. Secretary Merrill suggested NASS look into potential sponsors for holding a technology related symposium in Silicon Valley. She noted that groups like Code for America partner with state government offices on technology projects and indicated it could be a concept to explore for a technology symposium. Director Reynolds noted that topics such as RFP development, procurement of new technology, and open source, might also be things to consider for a symposium. She said NASS would continue to explore different ideas and keep the Board updated. Several members discussed developments in election technology and issues to consider in purchasing new election systems, and it was noted that the EAC might be a good forum for a discussion on those topics.

Secretary Dunlap and Secretary Jaeger provided the reports for ACR and NPR, respectively. Both provided an overview of the topics these groups are discussing during the conference and encouraged members to attend those meetings.

Secretary Schedler noted that Secretary Wyman recently resigned as NASS Treasurer. He noted that under NASS policies and procedures the Treasurer becomes President-elect following completion of the term. He said that the NASS bylaws only have a vacancy provision for President and President-elect, and nothing to address other Executive Board members.

Secretary Schedler asked for input on filling the current vacancy for Treasurer in the absence of a specific provision in the bylaws. He also said that he was proposing an amendment to the bylaws to address vacancies in Executive Board offices other than President or President-elect in order to provide more clarity for future situations. He said that the amendment would authorize the NASS President to appoint a member of the same party as the departed officer to fill the vacancy, subject to approval by a majority of the Board.

Several members of the Executive Board said that based on the NASS President's role in nominating members of the Board, it would seem appropriate for the President to appoint someone to fill the current vacancy for Treasurer. As a result Secretary Schedler announced that he was appointing Secretary Lawson to fill the position of NASS Treasurer. The members of the Board expressed their support for that decision. Secretary Lawson said she accepted the appointment.

Secretary Kemp suggested that consistent with this action, the proposed amendment to the bylaws be edited to authorize the NASS President to appoint a member of the same party as the departed officer to serve the remainder of the term, without requiring approval by the Board. The Board members expressed agreement with this suggestion.

Secretary Schedler said he was also proposing an amendment to the bylaws for removing a member of the Executive Board to provide guidance in the event a situation arises in the future where removal

becomes necessary. He noted that the removal amendment would authorize the Executive Board to remove a member of the Board if they determined that it was in the best interest of the Association. He noted that it would require a majority vote, and would then be proposed for consideration by the full membership at the subsequent NASS conference.

Secretary Kemp suggested that the removal provision require a 2/3 vote by the Board as opposed to a majority vote to ensure that it was a bipartisan action and clearly supported by the Board. Many of the Board members agreed. Several members expressed concern about how the Board would determine whether a Board members conduct or actions warranted a decision that removal was in the best interest of the Association, including whether this would be limited to illegal or criminal type behavior, or include acts that while not criminal reflected poor judgment or were detrimental to the Association. Several members indicated that if a removal provision was too broad it could be subject to abuse, but also noted that trying to define the types of conduct or actions that would justify removal created several challenges. Some members indicated that a 2/3 vote by the Board for removal would likely only occur if the conduct was very serious. Other members indicated that if a situation arose where 2/3 of the Board were likely to agree that a member of the Board should be removed, that member was unlikely to seek to remain on the Board. Others expressed concern about how a meeting to discuss removal would be initiated.

Secretary Condos said that based on the concerns expressed about amending the bylaws to include a removal provision, it may be best if NASS looks into the issue more before taking any action. He suggested that Board move forward with the amendment to the bylaws to address vacancies.

Action Item

Secretary Condos moved to recommend amending the NASS bylaws to authorize the NASS President to appoint a member to fill a vacancy in the Executive Board for offices other than President and President elect. The motion was seconded by Secretary Dunlap and approved unanimously.

The meeting adjourned at 2:00PM.

Proposed Amendment to NASS Bylaws for New Section on Vacancies
(note: only first paragraph is new language. The 2nd paragraph regarding a vacancy in the office of President or President-Elect is already in current bylaws).

VACANCIES

A vacancy on the Executive Board occurs upon the death or resignation of a Board member. When a vacancy occurs on the Executive Board, except for the offices of President or President-Elect, the President shall appoint a member of the same party as the departed officer to serve the remainder of the appropriate term.

The President and President-Elect must be from different political parties. Should a vacancy occur in either the offices of President or President-Elect, the Executive Board shall appoint from within its own membership an individual of the same party as the departing officer to serve the remainder of the appropriate term. The vacancy thus created on the Executive Board shall be filled by appointment by the President of a member of the same political party as the departing officer.