

FINISHED FILE

2024 NCRA CONFERENCE & EXPO  
ANNUAL BUSINESS MEETING  
AUGUST 1, 2024

>> ANNOUNCER: Friends and colleagues, please find your seat. Our program will begin shortly. Please take this moment to silence all electronic devices. Thank you.

>> KRISTIN ANDERSON: Please take your seats. At this time, turn off and silence your cell phones. This meeting is scheduled from 8:30 until 11:00. It is important for us to get through all our business on schedule.

Good morning. I am Kristin Anderson, NCRA President. Your Chair is honored to call to order the 2024 Annual Business Meeting of the National Court Reporters Association here in Louisville, Kentucky.

The next agenda items require a vote of the membership. In preparation for that vote, please get out your green voting card. The first item of business is the Report of the Credentials Committee. Vice President Cindy Isaacsen is the Co-Chair of the Credentials Committee. Cindy?

>> CINDY ISAACSEN: Good morning. Madam President, the Credentials Committee reports that there are 58 voting members registered for the Business Meeting at this time. A quorum is no fewer than 25 Voting Members present. By direction of the Credentials Committee, I move the adoption of the Credentials Committee report.

>> KRISTIN ANDERSON: The question is on the motion to adopt the Credentials Committee's report as presented. Is there any discussion? Those in favor of the adoption of the report of the Credentials Committee, please raise your green voting card. You may lower them. Those opposed, please raise your green voting card. You may lower them.

There is a majority in the affirmative, and the report of the Credentials Committee is adopted. A quorum is present, and the voting body of the meeting is established.

The next business in order is the Adoption of the Standing Rules. Vice President Cindy Isaacsen is the Co-Chair of the Rules Committee and will give the report.

>> CINDY ISAACSEN: Madam President and members, the Standing Rules for this meeting are included in the Annual Business Meeting handout, which you can find on the NCRA app. By direction of the Rules Committee, I move that the Rules included in the NCRA app be the Rules of this meeting.

>> KRISTIN ANDERSON: The vote is on the adoption of the Meeting Standing Rules as provided in the NCRA app. If there is no objection, the meeting standing rules will not be read.

Since there is no objection, the rules will not be read. Is there any discussion on the rules? Are you ready for the vote? The question is on the adoption of the Meeting Standing Rules as provided in the NCRA app. Those in favor of the adoption of the Meeting Standing Rules, please raise your green voting card. You may lower them. Those opposed, please raise your green voting card. You may lower them.

There are two thirds in the affirmative, and the Annual Business Meeting Standing Rules are adopted.

The next business in order is the Adoption of the Agenda. The Agenda is also included on the NCRA app. If there is no objection, the agenda is approved.

In accordance with the meeting Rule No. 8, minutes of the Annual Business Meeting will be approved by the following committee: Melanie Humphrey-Sonntag, FAPR, RDR, CRR, CRC, Chair, Amy doman, RDR, CRR, Member. Thank you for doing this important work.

The Chair would like to introduce to you those who are seated at the head table. To my right, your incoming President Keith Lemons, FAPR, RPR, CRR (Ret.) of Spring Hill, Tennessee, and incoming President-Elect Cindy Isaacsen, RPR, of Shawnee, Kansas. On my far left is our Executive Director Dave Wenhold, CAE, PLC of NCRA Headquarters, Reston, Virginia.

Our General Counsel, Jeff Altman of Washington, D.C., and our Parliamentarian, Sheryl Womble, PRP, of Windcrest, Texas.

The chair would like to introduce your 2023-2024 Board of Directors. As your name is called, will each board member rise and remain standing? Please hold your applause until after all names are read. Once again, President-Elect Keith Lemons. And Vice President Cindy Isaacsen. Secretary-Treasurer Cathy Penniston. Immediate Past President Jason Meadors. Director Kelly Linkowski. Director Saba McKinley Roberts. Director Carol Naughton. Director Stacey Potenza. Director Erika Sjoquist. Director Margary Rogers. Please join your Officer in thanking them for their hard work on your behalf this year.

(Applause)

Our captioning today is being provided by Ellen Kerr, CRC, with Caption First.

(Cheers and applause)

Ellen is from Hornell, New York. Thank you very much, Ellen.

The next business in order is the Report of the Nominating Committee. Here to present the report is Nominating Committee Chair Jason Meadors.

>> JASON MEADORS: Thank you, Madam President. First, I'd like to thank the Committee for their hard work that encompassed -- excuse me a moment. That encompassed days and evenings -- days and evenings -- of interviews and lively discussion. It was my pleasure and honor to work with: Dr. Geanell Adams, Kimberly Farkas, Mike Hensley, Allison Kimmel Robin Nodland, Catherine Phillips, Jennifer Sati, Carl Saucedo, Michelle Kirkpatrick.

As you know, the Nominating Committee meets and interviews candidates and then selects a slate of nominees to present to the membership. The slate that was presented to the membership in March 2024 was as follows: Directors, three-year terms, RandiAnn Harvey, RDR, CRR, CRC, of Cambridge, Minnesota; Lynette Mueller, FAPR, RDR, CRR, of Memphis, Tennessee; as Secretary-Treasurer, Stacey Potenza, CRC, McKinney, Texas; Vice President Cathy Penniston, CRC, McKinney, Texas. President-Elect Cindy Isaacsen, RPR, of Shawnee, Kansas. And this completes the report of the Nominating Committee.

>> KRISTIN ANDERSON: Thank you, Jason, for your leadership and dedication to the nominating process. In accordance with Article 6, Section 2 of the Constitution and bylaws, Keith Lemons, FAPR, RPR, CRR (Ret.) will automatically assume the office of President of the National Court Reporters Association at the close of this meeting. According to our parliamentary procedure, if there is only one candidate for an office, that candidate shall be deemed elected by acclamation. Since the deadline for additional nominations has passed and, as you just heard, there is only one candidate for each open position of Director and Officer, the Chair declares that the slate of

Directors and Officers, as presented, are elected by acclamation to their respective offices of the National Court Reporters Association and will assume their duties at the close of this meeting.

(Applause)

With the election of Stacey Potenza in the office of Secretary-Treasurer, a vacancy was created for the remaining one-year of her Director's three-year term. As such, the President appointed the following as members to serve on the 2024 Elections Committee with approval by the Board of Directors: Chair Jenny Melius and Members Monica Gutierrez, Yvette Heinze, JoAnne Leger, and Melanie Humphrey-Sonntag. The responsibility of the Elections Committee was to verify that the candidates meet the requirements set forth in the NCRA Constitution and Bylaws; to supervise and conduct the election and pre-election activities and to report the election results as soon as they become available. The Chair thanks the members of the Elections Committee for their work on this committee. Would Jenny Melius, Chair of the Elections Committee, please approach the stage to give the Elections Committee report?

>> JENNY MELIUS: Good morning. Two members declared their candidacy for the open one-year Director term by the June 8th deadline. These petitions were reviewed and verified as eligible. The two candidates for the one-year Director term were: Dr. Geanell C. Adams, FAPR, RMR, CRR, CRC, CRI, from Terry, Mississippi, and Patricia White, RDR, CRR, CRC, from St. Louis, Missouri.

According to Article 8 of the Constitution and Bylaws, members voting by electronic mail and other authorized means of electronic transmission for contested elections had a period of 24 hours to vote once the online voting period began. The election opened at 9:00 a.m. Eastern on June 20th and closed at 9:00 a.m. Eastern on June 21st. All eligible voting members for whom NCRA had an active email address received an email containing a link to the secure voting website.

The bylaws also state that the persons receiving a plurality of votes cast by the Voting Members shall be elected for such positions.

The result of the online election for the one-year Director seat, certified by an independent online voting service, is Patricia White, RDR, CRR, CRC, from St. Louis, Missouri. Congratulations, Patti.

(Applause)

We appreciate all those who took the time to participate in this election. Thank you.

>> KRISTIN ANDERSON: Thank you, Jenny, and the rest of the Elections Committee. The 2024-2025 Board of Directors will be installed tomorrow morning during the Premier Session beginning at 8:30 a.m.

Please welcome your Secretary-Treasurer Cathy Penniston, who will give her annual Secretary-Treasurer's report.

>> CATHY PENNISTON: Good morning. Welcome to the Conference. It's great to see all of your smiling faces this morning. I'm Cathy Penniston, and it has been my honor and my privilege to serve this year as your NCRA Secretary-Treasurer. There are currently 11 board members that you have elected to carry the weight of our organization and our leadership. We also have hundreds of devoted members whose volunteerism and input is essential to keeping NCRA on course.

At this time, I would like to acknowledge and thank those

members who have served with me this year on the Finance and Audit Committee. Their dedication, input, and their knowledge was greatly appreciated. The Finance Committee this year included: Max Curry, Kelly Linkowski, Sarah Nageotte, Stacey Potenza, Erika Sjoquist, and Meredith Bonn.

As the Secretary-Treasurer, I am the Chair of NCRA's Finance Committee, which also serves as the association's Audit Committee. As described in Article 6, Section 7 of our Constitution and Bylaws, the Secretary-Treasurer shall oversee and be responsible for the safe-keeping and the management of all funds, securities, and financial records. In addition, Article XIV, Section 12, directs the Secretary-Treasurer to provide the Board of Directors an annual report of all receipts and disbursements of our Association.

A significant role of the Secretary-Treasurer is management of the annual audit process. The audit provides independent verification that the financial statements are a true and fair representation of the entity's financial situation. The audit confirms that we have the right accounting policies and procedures, and that we have the appropriate segregation of duties between those handling and those who manage our finances.

I am very pleased to inform you today that the 2023 Annual Report of the Financial Statements were presented to and were accepted by the Finance Committee on behalf of the NCRA Board of Directors at its scheduled meeting on April 29th of 2024.

Now, let me share an overview of the results of the Association's year-end audit for the year ending December 31, 2023. For the year, I am very pleased to inform you that Rogers and Company, our independent Certified Public Accountants, reported no material weaknesses in NCRA's internal controls and that the financial statements fairly present the financial position and the results of our operations. In accounting terms, we received an unmodified opinion. In layman's terms, we received a clean opinion. This is the result our staff and our Board strive to achieve for you each and every year.

Now for the fiscal year 2023, NCRA and NCRF and NCRA PAC ended the year with a combined change in assets from operations a profit of \$661,000. The breakout in net income is as follows: NCRA, \$545,000; NCRF, \$110,000; and the NCRA PAC, \$5,000.

These results are great, but they only tell one part of our story. Our investments returned gains in 2023 of \$812,000. That means our ongoing operations resulted in a loss of \$151,000.

This concludes the information on the annual audit. You may view the complete audit report and all of our financial statements on the Association's website and in the Conference app. The additional responsibilities of the Finance Committee include meeting with the Association's investment advisors, Graystone Consulting, to review NCRA's investment strategies and our performance. Our investment portfolio is composed of stocks, bonds, and a small amount of alternative assets. We ended the fiscal year 2023 with total investments of over \$6,610,000. This represents about 137% of our annual expenses. This is an exemplary ratio in the association world.

Now, let me switch gears and briefly share with you some information regarding our current fiscal year, 2024. Through the end of May 2024, we are showing an operating loss of \$256,000. Our revenues are presently trending down compared to our budget and to last year's numbers. Fortunately, we have kept a tight rein on our expenses, which are down over \$167,000 compared to our budget and down \$21,000 compared to the prior-year's number.

The primary driver for this loss is the continuing decline in our membership revenue, coupled with lower-than-budgeted non-dues revenue.

With Membership revenues down, our operating margin is also down, resulting in the loss of \$256,000. Fortunately, investment revenues have seen a \$351,000 gain in 2023. This is a gain from the changes in value. Please be assured that your Board of Directors is acutely aware of their responsibilities to you, our members, and we are committed to investing NCRA funds judiciously.

In closing, I want to sincerely ask for your "yes" vote for the proposed dues adjustment. For only 13.7 cents per day from each member, we can ensure the future of our profession.

Finally, I express my sincere thanks to you, our members, for allowing me to serve as your Secretary-Treasurer. And again, I express my sincere thanks to the Finance Committee, the entire NCRA Board, our Executive Director, and our staff, for all of your hard work this year. It has been my honor to serve as your Secretary-Treasurer. I know that Stacey Potenza, our incoming Secretary-Treasurer, will work very hard for you.

Now, let's all enjoy this 2024 Conference, as we "Fast Track Your Skills to Success." Have a wonderful week enjoying this great convention.

(Applause)

>> KRISTIN ANDERSON: Thank you, Cathy, for your valuable service this past year as Secretary-Treasurer of NCRA, and thanks also to NCRA's Vice President of Finance and Human Resources, John Dripps. Cathy will now continue with the report on the proposed change in the annual dues.

>> CATHY PENNISTON: Give me just a minute here. I've lost my place. Okay. Sorry.

At a March 2024 meeting, the NCRA Board of Directors recommended that a proposal to change the dues be put before the Membership for a vote at this Annual Business Meeting. The Board of Directors recommends, number one, Reporter member dues be raised to \$ --

(Laughter)

Now you know, this dues increase is a real bargain. I lost that page! I was so mad. Okay. I'm going to start over, and I will give you -- I will give you a Walmart deal now.

Reporter member dues be raised to \$350 for Registered and Participating Members; Associate member dues be raised to \$175; Student member dues will remain at \$55; and Retired member dues will be raised to \$175.

I'd like to remind members that the Bylaws state that "any change in the annual dues for any class of membership from that of the previous year shall be recommended by the Board of Directors and shall be approved by the Voting Members by electronic mail or other means of electronic transmission as shall be authorized and determined by the Board of Directors."

Madam President, on behalf of the Board of Directors, I move that the dues be amended as follows:

Number one, Reporter Member dues, Participating or Registered members, from \$300 to \$350.

Number two, Reporter Member dues, Participating or Registered International, from \$150 to \$175.

Associate Member U.S. from \$179 to \$209.

Associate Member International from \$145 to \$169.

And Retired Members from \$150 to \$175.

If approved, these changes will go into effect in the 2025

calendar year.

>> KRISTIN ANDERSON: The question is on the adoption of the amendments to the dues, as recommended by the NCRA Board of Directors. Members who wish to discuss the change in dues will approach the aisle microphone. When recognized by the Chair, identify yourself by your name, city, and state. Speak clearly and slowly for our captioner. The motion is debatable and amendable. And any amendments offered must be within scope of the previous notice given. Is there any discussion? There being no discussion, the dues amendment -- okay. Go ahead.

>> MELANIE HUMPHREY-SONNTAG: Hi, I'm Melanie Sonntag from Cheyenne, Wyoming. Yee-haw! I think there should be discussion about this amendment, which is why I rise to speak in favor of it. NCRA this year celebrates our 125th year in operation, which is no small feat. I believe that --

(Applause)

I believe there are a lot of things we can improve about our association, and I'm tickled that the Board is here to listen to our membership, because there are a lot of problems down the pike. A lot of those stem from revenue.

I think that this is a good stopgap measure. We have not had a dues increase for several years. I urge my fellow voters to vote for the dues modification adjustment increase, whatever. It's a small cost to doing business. It's a tax deduction to all of us, and it is our tiny, little way of making the members help support our great association as we move forward from 125 years of service. So, thank you.

(Applause)

>> CATHY PENNISTON: Thank you, Melanie.

>> TAMI KEENAN: Tami Keenan, Battle Creek, Michigan, home of Tony the Tiger. It's great! I rise to speak in favor of this amendment, and I want to speak more to the people who are reading this than the people that are present. I get so sick of seeing the comments of "What does NCRA do for me?"

People don't realize it, that when there's a problem in a state, NCRA goes there. Ask Indiana. Ask any number of states. And they don't just represent -- and when I say "they," NCRA does not just represent the members; NCRA represents the court reporting profession. They do Boot Camp, and they advocate for court reporters across the country. Staff is overworked, overreached. I can't even -- I think -- when I served on the board -- it's been a long time -- I remember there being well over 30 employees. And I don't know how many there are now. I would venture guess that there's less than 20?

>> CATHY PENNISTON: We have 26 1/2. Where the half is, I don't know, but I asked Dave this week. We have 26 1/2. The half person is probably overworked somewhere.

>> TAMI KEENAN: All right. Well, I've just been corrected by my elder, Doug Friend, that when he started -- and it was about the same time I started -- there was over 50. So, you have half the people doing the same amount of work. And frankly, I've kind of been involved, but not as much as I used to be. I know there's still the same amount of work, and there's probably more.

So, people out there in cyberland who want to run NCRA down, shut your mouths and vote in favor of this amendment. Thank you.

>> CATHY PENNISTON: I just want to -- come on up, Joshua. Come on up. But I just wanted to add one thing. I talked to Terpse this week, and do you realize at Galt House this year, a

gallon of coffee cost \$98.05. That equals 16 cups of coffee. One soda costs \$5.30. So, this dues increase of \$50 would not even buy the big gallon of coffee. So, really, we urge you to vote "yes" and go ahead, Joshua.

>> JOSHUA EDWARDS: Good morning. Joshua Edwards from New York City. And I believe I've already consumed about \$98 of coffee. Thank you for hearing me. I'll be brief.

Among the comments that you presented in the financial report, of grave concern is the declining membership revenue. I think it would be quintessentially important to understand what is driving that, a root cause analysis, so that we can stop that from happening, regardless of if the dues increase happens or doesn't happen, because that issue will continue to plague us, if we don't address it. Thank you.

>> CATHY PENNISTON: Yes.

(Applause)

>> KRISTIN ANDERSON: Thank you.

>> CATHY PENNISTON: Thank you, Joshua. And you're right on the dot on that.

>> KRISTIN ANDERSON: Cathy, one moment. The chair recognizes Amy Doman.

>> AMY DOMAN: I'm Amy Doman from Indiana. And I have a quick story about what happened in Indiana. We were faced with the Supreme Court proposed amendment that would not allow stenographers in courtrooms at all, not as a freelancer working to provide daily copy or expedited transcripts for attorneys, and we do have some stenographers in our courtrooms, and they would have lost their jobs. When that happened, the NCRA Board jumped in, got people from every state, I think even internationally, from sea to shining sea. We had thousands of letters and responses that went to the Indiana Supreme Court, and that did not pass, and we are still allowed in our courtrooms. So, I vote in favor of the dues increase, because NCRA does a whole lot for me.

(Applause)

>> KRISTIN ANDERSON: Good morning. Go ahead. The chair recognizes Sonia.

>> SONIA TREVINO: Good morning. My name is Sonia Trevino from the great state of Texas! Go big or go home! I walked in here this morning. I'm a no, I'm a no, I'm a no. Then I took some time to think about why I'm a "no," and it makes no sense. I am very upset over one issue that has happened recently that I know will be handled appropriately. I trust NCRA. That's the bottom line. So, with that said, I am in favor of the increase. And also, because I'm retiring at the end of the year, you know, this is going to be a little bit lower for me. I agree with what everybody has said; NCRA does a lot of good. And for those people who say "What has NCRA done for me?" We're still standing. Thank you.

>> CATHY PENNISTON: After 125 years.

>> KRISTIN ANDERSON: Good morning. The chair recognizes RandiAnn Harvey.

>> RANDIANN HARVEY: Hi, I'm RandiAnn Harvey, and I'm from Cambridge, Minnesota, and I do not like speaking, so, sorry for the voice.

>> KRISTIN ANDERSON: Just breathe.

>> RANDIANN HARVEY: I must take a breath.

>> KRISTIN ANDERSON: It's okay.

>> RANDIANN HARVEY: Last year, I was an uninformed voter. I did not research the reasons why the increase was necessary. I

just didn't want to pay more, so I voted "no" on the dues adjustment. Since then, I have read about the reasons for NCRA needing this increase, and I have discussed it with board members. And today, I will be voting "yes" as an informed voter for a dues increase, and I urge you all to vote "yes."

>> Thank you!

(Applause)

>> KRISTIN ANDERSON: Good morning. The Chair recognizes Carol Naughton.

>> CAROL NAUGHTON: Good morning. Carol Naughton, Virginia Beach, Virginia, and I am standing in support of this. And I want to say that with much power comes much responsibility. In 2020, the Board of Directors voted that the membership should have a say in any dues increase, and that put the power in our hands. And I'm speaking to those maybe that aren't in this room, that are reading the script at home. Please vote for this. We need this and we need NCRA. Thank you.

(Applause)

>> KRISTIN ANDERSON: Chair recognizes Meredith Seymour, way over here.

>> MEREDITH SEYMOUR: Meredith Seymour from Wisconsin. I also vote in favor of this increase. You can't really expect change, improvement, or at least consistency, if you don't invest. And I also, as a new leader of our State Association, it's been imperative to have leaders of our National Association involved in our conventions.

We also have had instances where we desperately needed perspective from NCRA when we had some legislation issues. And I also appreciate the fact that this will not be affecting the students' fees, so I appreciate that we are also taking that burden off of them. That's all I've got!

>> KRISTIN ANDERSON: Thank you.

(Applause)

Okay. There being no further discussion, the dues amendment must be approved by a majority of the voting members, voting by electronic mail or other authorized means of electronic transmission. According to our Bylaws and the rules for this meeting, the final voting on the changes in dues shall take place electronically on a secure, online website. The voting shall open within two hours after the close of the meeting and shall remain open for 24 hours. The announcement of the results will be placed on the NCRA website.

At the end of this meeting, the Chair will give you instructions for voting. Let's see. All right. Now it's my turn. You can have a seat, Cathy. Thank you. Very energetic Secretary-Treasurer, Cathy Penniston. One moment.

Thank you all for being here today. It has been my honor and privilege to serve as your NCRA President for the 2023-2024 year. And I stood before you a year ago and asked you to make every connection matter and be transformational, and I've received so many messages from you throughout the year and so many positive affirmations about how that's been meaningful to you in so many ways, and it's truly touched me. But we've had a great year. It's been a wonderful year. And it's been a wonderful year because of you, the members, all of our committees and volunteers working together for the good of our profession, and that cannot be done without people who volunteer their time so generously and don't expect anything in return but a "thank you" and finding friendships that last a lifetime.

I began this journey in 2016. Well, that's not completely



true. It started in Kansas in 2005. So, it's been a long journey, and I thank everyone that's been a part of that. This past year has had its challenges.

I work for a judge in Texas, and her name is crystal Levonius, and she's been so supportive of me, because it takes a village to be able to serve as your President, because I am in a very busy court, and it took people in my courthouse to cover my court while I had to attend meetings that came up or attend to matters that needed immediate attention. So, I think that all -- I thank all of those involved and who have listened -- my mentors through the years. You just don't know that you're going to end up here in front of all of you. And if you know, you know. Everybody sees that little hashtag out there in the world, and I see a lot of past presidents out in this audience, and you do not know the weight that's on you over the year, but it's been a wonderful year.

So, let's talk a little bit, a moment or two. I don't want to take up a lot of time, in case John is timing me. But we've accomplished a lot.

We have had a year where we started the Steno Matters podcast, and I've had a lot of people enjoy those, and it's truly talking about steno, how it affects your lives, and then the other people we've reached out there. And so, that's been very meaningful. I've had a lot of conversations with news outlets, and I wouldn't have been able to have educated, intelligent conversations without the materials that were provided to us. And so, on behalf of the Board of Directors, I will again publicly thank Strong for all their efforts over these last few years, because it's been --

(Cheers and applause)

It has been instrumental, and we need those materials as we move forward. And every president has a vision. And I had a vision, and it's like an evolving thing all throughout the year, because different challenges come up. We met with the captioners. They had their issue with iCap this year, and it's all about listening. It's more about being quick to listen and slow to speak. And so, those are the words of encouragement I have for you.

I thank the Board of Directors for their support, always being ready and willing to work and address the concerns of the Association, and it's a rewarding experience. You're going to make friends along the way that last a lifetime and you already know that from your committee service, but it's very special to be able to serve. And you get up here and you think, "I don't have a script, so I'm just trying to thank everybody."

But lastly, I'm just going to say this: We've accomplished, like I said, a lot of great things, but the biggest sacrifice I can tell you is time. Your time is the biggest gift you can ever give back. And I stand before you -- in 2016, I was here, and my niece was, I don't know, 8 years old, and she was dancing with me on the dance floor, and I was holding her. And she's going to graduate from high school next year. And so, every year, I'm here with you at NCRA, and I always miss her horse show. So, the sacrifices can be big, but I've served you faithfully. I've enjoyed every minute. But I've had a lot of things in my personal life.

My mother has been ill. She's beat cancer, but she wasn't able to be here last year, but she's doing well.

(Applause)

I don't share that for you to feel sorry; I just want you to

understand and remember -- is it good? Is it necessary? Is it kind? We never know the storms around us that people are going through. So when we can do those things, in a world that can be so quick to judge, it's always, try to think about what's going on in the other person's life, because we all have our challenges to face. And most importantly, we are stronger together. We are all in this together. There's so many things out in our industry that are challenging us to find our place and where our profession matters. And so, I know we all don't agree sometimes on how we get there, but let's have those conversations, because if you don't communicate, we can't fix things, okay?

And as this winds up, I have made plenty of mistakes this last year, and we learn and we grow from them. All of us do. So, let's be supportive and let's try to move forward together, okay? I thank you all for a great year, and I look forward to many great years, another 125 years, even though I won't see them! But another 125 years. Yeah, Melanie will be here! All right. Well, thank you very much.

(Standing ovation)

(Music)

I didn't say thank you to staff, so, that was terrible. Dave and Laura are really the brains behind the operation. They were there to talk to me and answer anything I -- you don't always know, and you need somebody to bounce something off. Dave was there, a phone call away, all the time, and Laura kept me on track. "Have you responded to things?" And it was a success, because it takes a village, as you can see. So, thank you to staff. They've put on this wonderful convention every year. It takes so much energy, and it's always a wonderful presentation, so thank you to Staff.

(Applause)

>> DAVE WENHOLD: So, every year, we have a tradition. We give a flag to the outgoing President. And this flag was flown for Kristin by her Senator John Cornyn over Memorial Day. It's a beautiful flag, but I want to share a story with you real quick.

I've known you since -- I think we met at the Dallas Convention at the Glass Cactus with her friend, Donna Betsa and Cathy Phillips. And I knew at that moment she was going to be a leader of NCRA. Yep. Getting a little emotional here because I've seen her grow through NCSA, through leadership, through Boot Camp. And she hit on something. And this is for everybody out there who has served, whether it's on a committee or on a board: Time is important. And she has dedicated that time, her commitment. She is a fellow Labrador lover. We talk about our dogs every time. But we've had a great relationship and we've helped each other out for the benefit of everybody here.

And for me, it's really kind of an honor to see you grow and see you get your life back now, because we spend a lot of time together on the phone. So, anybody who's a President of NCRA knows that, that, usually, it's myself and the President on Sundays, and you know, during crises, and a lot of things you don't know of. There is something going on in a certain state, and Kristin calls me up on a Sunday, "What can we do?" And we've created a solution for that state association that protected reporters. And this is the type of woman that you have as a leader. So, thank you.

(Applause)

I'll take this back.

>> KRISTIN ANDERSON: Thank you, Dave. Yes, Keke and Chanel

will be very happy to have me back. But we all need our outlets in life, because you know, you need to walk, you need to exercise. So, always take time for you. Thank you, again. Okay.

Now, the next business in order is consideration of proposed bylaws amendments. You can view the Proposed Bylaws Amendments on the NCRA app or on the screen. Since the amendments have been provided to the members previously, if there is no objection, neither the Bylaws Committee Chair, nor the Chair will read them in their entirety.

Since there is no objection, the Bylaws Committee Chair will not read the amendments in their entirety. Members who wish to discuss the proposed bylaws amendments will approach the aisle microphone again. When recognized by the chair, identify yourself by name, city, and state.

According to our bylaws and the rules of this meeting, members will have three minutes to speak on each proposed amendment and may only speak twice to the same question without permission of the members present.

Members will be given a warning when 30 seconds are left on the timer. The final voting on the bylaws amendments shall take place electronically on a secure online website. The voting shall open within two hours after the close of the meeting and shall remain open for 24 hours. The announcement of the results will be placed on the NCRA website.

Since we are amending the NCRA Constitution and Bylaws, the vote required will be two-thirds vote and will be done online as previously described. Amendments that contain consequential amendments are adopted as well in a single vote. At the end of this meeting, the Chair will give you instructions for voting. Tami Keenan, Chair of the Constitution and Bylaws, will present the bylaws amendments. The Chair now recognizes Tami Keenan.

>> TAMI KEENAN: Thank you, Madam President. On behalf of the Constitution and Bylaws Committee, I move the adoption of our one and only Bylaw Amendment: Article 18, Amendment Section 1, originating proposed amendments. This amendment is submitted by the Board of Directors. You can view the amendment on the screen or in the NCRA app. The proposed amendment will increase the number of members who can propose an amendment to this Constitution and Bylaws.

>> KRISTIN ANDERSON: The question is on the adoption of the proposed amendment to Article 18, Section 1, as shown on the screen. The proposed amendment is also available in the NCRA app. Is there any discussion? Okay. Chair recognizes Melanie Humphrey-Sonntag.

>> MELANIE HUMPHREY-SONNTAG: I'm Melanie Humphrey-Sonntag from Cheyenne, Wyoming. Yee-haw! I think that there needs to be discussion about this, and so, I rise to say that I am against this amendment. I don't believe that any member's voice is irrelevant. I think it's far easier to motivate three people to make a proposed change to our bylaws than to coordinate 15 people throughout the country. No, it's not onerous. I don't really care if it passes, if it doesn't, other than I don't think that we need to make it harder for members to have a say in our governance.

(Applause)

>> KRISTIN ANDERSON: Thank you.

>> MELANIE HUMPHREY-SONNTAG: Our association is shrinking with our members. I don't think having members further away from having a finger on the pulse is a good thing. I think when three committed members decide "Let's make a change," it can be done.

I'm very proud of the work I did last year with two other members, Traci Mertens and Dineen Squillante. We live in diverse parts of the country. The three of us were visiting one day about things we didn't like and thought, "Heck, let's try to amend the bylaws. We can do it." When I have to coordinate 15 friends around the country to say, "Let's go, go, go," people won't do it. All you're doing is placing changes further away from the members.

We worked well last year with the Bylaws Committee to figure out the wording. The Board approved the proposed wording we had. And all of the bylaws that we had proposed last year, three little girls, were passed. And I think that that helps our membership. So, again, I speak in not favor -- against -- that's the big word I was thinking of. I speak against this proposed amendment, and I think giving our members more control over our Constitution and our governance is a good thing. Thank you.

(Applause)

>> KATHRYN THOMAS: Good morning. Kathryn Thomas from Caseyville, Illinois. Yee-haw! Love you, Melanie. I am speaking neither for or against, but I kind of have a concern. This amendment feels like it's fixing a problem that may not exist in the first place. I've been to many business meetings over the years, and I can see how this amendment may prevent, for lack of a better term, frivolous amendment proposals. But from my experience, I haven't seen that to be the case. So, I share Melanie's concerns, is that this is adding a little bit of an extra burden on our members, because we want to be heard, and this would put more of a road block for people to do so. So, that's my concern about this amendment, is if it isn't broke, don't fix it. That's all.

(Applause)

>> KRISTIN ANDERSON: Chair recognizes Past President Doug Friend.

>> DOUG FRIEND: Thank you, Madam President. Doug Friend from Vancouver, Washington. I see this amendment was brought forth by the Board. Can someone from the Board speak to the reasoning for why they brought this forth? I don't think it's a biggie, either, quite frankly, but I just would like to hear the Board's reasoning.

>> KRISTIN ANDERSON: Okay. The Chair will speak on behalf of the Board. It was thought that in this new day of technology, that the idea of getting -- it was a better viewpoint of getting the opinion of several people across the country. I know Melanie mentioned that there were three, and they were across the country, sure. But back in the old days -- and maybe some in the room don't even know those before technology and phones and email and all of that -- it would have been a huge undertaking, truly, to find three people to be able to do that and bring amendment and change our bylaws, which are -- our bylaws are very unique and very sound, so they're a great thing. I want everybody to know that.

But the second thing is, with all this mass communication, if we're going to change these bylaws that have a structure that are so profound for us, we want it to be a voice of the mass of our membership, meaning, we have five people in California; we have five people in Mississippi; we have five people in Florida, New York; if you're kind of seeing where I'm going with that. And they have come together saying "We really want to see this change," hearing more of a voice from more people that "This is

a problem and we want it to be changed." So, that's my interpretation. I don't know if -- I'm not really getting -- I'm getting some head nods from the Board. That is really the crux of it, is to try to get -- if that's the voice that wants to be heard, it should be that.

And it's kind of mimicking stuff through NCSA. A lot of stuff we get change from the olden days -- and I'm a past NCSA person, too, I get that. When you're on NCSA and you meet there and collaborate with other volunteers and leaders from state affiliates, that if you have come to this conclusion of something that needed to be changed in the bylaws, it would have a profound meaning to the Board when it comes to -- or the membership, that's who's going to vote on it, of course -- but it has a strong force on it, why it needs to be done. And it may not be done nefariously from three people, just because they don't like how something is done. So, in summation, it's probably a better showing of what the membership wants than maybe just three people. So, you can kind of look at it both ways, but that's I think the rationale from behind the Board.

>> Madam Chair? Can I speak? Oh.

>> KRISTIN ANDERSON: Chair yields to the Chair of the Bylaws Committee.

>> TAMI KEENAN: I would go down to the microphone, but my hips are wonky.

>> KRISTIN ANDERSON: No, no, you go right ahead.

>> TAMI KEENAN: Getting old's not fun, guys. Yes, this came from the Board, but of course, the C&B Committee vetted this issue. And one thing I want to point out is -- excuse me -- is that if you want to contest an election, you have to have 100 signatures. So, asking for 15 people to agree on an amendment in this day in age I don't think is overly burdensome, because you know, for that matter, you can have three people figure out what you want and then you can say, "Hey, 12 other people, can you agree?" It's not a huge issue, no, but speaking from the C&B Committee and the amount of work that can be generated by an amendment, which no one really knows unless you've been there. So, that's all I really wanted to say. Thank you.

>> KRISTIN ANDERSON: Thank you. Amy Doman.

>> AMY DOMAN: I'm Amy Doman from Carmel, Indiana. I wanted to quickly comment that we have had online voting for decades, and I feel like that's where the Membership gets to decide if it's something that should go forward or not. And so, I agree. You know, if you want to make it more than three -- four, five, something like that -- but 15, especially as you know how busy we are -- it's hard to get a group together and discuss with 15 people and figure out what we're doing. But thank you very much.

>> PATTI WHITE: Good morning, I'm Patti White of St. Louis, Missouri, and I rise in support of this amendment. When I decided to throw my hat into the ring to join the Board of Directors, I had to get 25 signatures of people to support me, and I thought, "How am I going to do that?" And it was a snap. There was not a problem with me asking my colleagues to sign a petition. I forget the term, but I did it.

And I was concerned about having 25 people to contact. Well, they came out of the woodwork, and I really appreciated that. I'm going to lose my thought. I'm going to lose my train.

But my thought is, if three ladies did something last year that we all fell on board with -- three little ladies with big voices -- do something, and they call on their colleagues to support this, I think that's what we need. We need to get that

support from our colleagues that this is what we're going to do to effect change in NCRA. And I just think 15 individuals -- yes, it is hard to have a meeting of 15 people, but there are three ladies who have very strong voices that passed a bylaws change last year, as I recall. So, I vote in favor of this amendment.

(Applause)

>> KRISTIN ANDERSON: Chair recognizes Past President Debbie Dibble.

>> DEBBIE DIBBLE: Thank you, Madam President. My name is Debbie Dibble, from Salt Lake City, Utah. I actually speak in opposition to this motion. I feel like we spend so much of our time trying to get our members to be more active and involved in our governance process, and while three members is maybe a low bar, in all the years that I have been serving, I've never seen our members take advantage of this; never seen more than a couple of motions brought per year. And so, I think that it's an obstacle that is unnecessary, and I would thank you for your time.

(Applause)

>> KRISTIN ANDERSON: Okay. Yes, go ahead.

>> LANCE OVIATT: Lance Oviatt, from Jackson Hole, Wyoming, and I rise to speak against this amendment. Wyoming is a small state. We have about 30 court reporters in Wyoming. So, three is 10% of all the reporters in our state. Many of us, like myself, live a long ways from any other court reporter. I see another court reporter maybe once a year, when I attend our state meetings. That's when I see another court reporter. So, three, I think, for some of us, that's a challenge sometimes, and a lot of us don't know anyone outside the state. So, 15 would be difficult. And I think it would discourage participation to raise that limit to 15. Thank you.

(Applause)

>> KRISTIN ANDERSON: Chair recognizes Past President Sue Terry.

>> SUE TERRY: I'm going to be as short as I ever am. I agree I am against this for the reasons others have stated, so I don't need to say it again. We need members using their voices.

>> MARGARY ROGERS: Chair, good morning. Margary Rogers, Washington, D.C. I am in support of this amendment. As our President says this year, her theme was "Make every connection matter." And as I ran last year in a contested race, as a Director, I had to come out of my comfort zone as an introvert and ask people to vote for me and get the Source Book and find people's emails and all these other things, and it pushed me to connect with other people. And I think that's what we have to do. This will make us more involved. Like people have said, "How can we get these people involved? We have 30 people in this state and 3 is 10%." Well, you don't go just to Wyoming. You've got to go to every state. You have to reach out and you have to be more involved. And that's the thing we want to move forward with: We have to have more people involved, more advocacy, so you'll know what the bylaws say, as in all these other things.

But yes, three people are great! And I think Melanie is awesome, always been awesome. And you know, those three people, like you said, you can get three people and you can send out emails. Like, when we did the voting for the states, PAC sent out all these things that say "vote, vote, vote" and sent out letters. Like somebody said, we got thousands of letters from people. So, it can happen. And 15 is a small number. So, I think

I will be in support of this amendment. Thanks.

>> KRISTIN ANDERSON: Thank you.

(Applause)

>> SONIA TREVINO: Hi, I'm back. Sonia Trevino, from the great state of Texas! Thank you. I don't like this amendment, and I'll tell you why. I've talked to so many people who have great ideas. And I'll say, "Well, do something with it. Take it to so-and-so," and their response is, "But they don't know me. I don't know who to talk to," this, that, and the other. And this is very selfish, because then I get involved and I end up having to do a lot of the legwork. But it's a lot easier to get three people that you know are on the same wavelength as you are than to go search for 15, so I am going to vote against this amendment. Thank you.

(Applause)

>> KRISTIN ANDERSON: Yes, ma'am.

>> AUDIENCE: I was waiting for the President to acknowledge me.

>> KRISTIN ANDERSON: Yes, the President recognizes Dr. Geanell Adams.

>> GEANELL ADAMS: I chair the Diversity, Equity, and Inclusion Committee. So in that respect, I stand before each of you. I won't ask you to support or not support this amendment. I just want to give you food for thought. The reason diversity, equity, and inclusion was included as part of NCRA's initiative for a strategic plan is so that our membership could feel involved, that they have a voice, and that they belong. It came about because members felt that they were not included, that they did not have a voice, and that only a few people, the same people in different cycles, make decisions for an association that they're members of.

We hear Dave all the time say, "We need butts in the seat." We're losing butts in seats because our members feel like they have no voice; they're not included in main major processes; and that they don't belong.

Last year, we saw NomCom increase its numbers. I was a part of that process. It was challenging, but we got the work done. So, I want you all to consider, if NCRA needs people to get involved, encourages people to get involved, and needs people to feel, if they truly want them to, that they belong, allow them to be part of the process. Thank you.

(Applause)

>> KRISTIN ANDERSON: The question is on the adoption of the proposed amendment to Article XVIII, Section 1. Since we are amending the NCRA Constitution and Bylaws, vote required will be a two-thirds vote and will be done online as previously described. Tami, please continue.

>> TAMI KEENAN: Thank you. One thing off script. I don't think anyone realizes how bright these lights are, and I feel like I can't see.

Madam President, that concludes the report of the Constitution and Bylaws Committee. I would like to thank the members of the committee: Vice chair Sheryl Haab Scott and members Lance Boardman, Debbie Dibble, JoAnne Leger, Sarah Vaught Nageotte and Yvette Heinze for their hard work.

>> KRISTIN ANDERSON: Thank you, Tami. Since there is no objection, the business of the Constitution and Bylaws is closed. According to our Constitution and Bylaws and the rules of this meeting, the final voting on Constitution and Bylaws amendments shall take place electronically on a secure, online

website. The voting shall remain open two hours after the close of the meeting and shall remain open for 24 hours. The announcement of the results will be placed on the NCRA website.

As a reminder, only Participating Members who are verbatim stenographic reporters and/or stenographic captioners and Registered Members who are verbatim stenographic reporters and/or stenographic captioners, as well as Retired Members, Retired Lifetime Members, and Honorary Members who have been verbatim stenographic reporters and/or stenographic captioners, shall be eligible to vote. At the end of this meeting, the Chair will give you instructions for voting.

Now we will go on to New Business. I will now turn the time over to the Executive Director for an item under New Business.

>> DAVE WENHOLD: Thank you very much. As many of you may know that we have a process in place if we have a complaint or a motion, that it can be sent to the Executive Director, and it is dealt with at the Business Meeting or under New Business. We did have such a thing, and part of my responsibility, in accordance with Article 9, Section 5 of the NCRA Constitution and Bylaws, I am required to read a written complaint and motion that I received on June 29th, 2024. This was made more than 30 days in advance of the Annual Business Meeting and was signed by more than ten members. So, I will go forward and read that complaint and the motion, and then we can deal with that, and then people can chat about it during the open session.

Okay, so, it's a little long, so you have to bear with me.

"We, the undersigned, hereby submit the following to NCRA Executive Director Dave Wenholt: Whereas President-Elect Keith Lemons gave notification of the disbanding of NCRA Strong Committee without first receiving a majority vote of the Board of Directors (BOD), which is required under Article 6, Section 6 of the NCRA Constitution and Bylaws; Whereas, the Strong Committee was never asked by the President or President-Elect if the Strong Committee believed it had completed its charges to: 1, meet regularly to help organize many grassroots actions and provide a toolbox for members to utilize in educating -- I'm sorry, I've got to slow down for the captioner. I knew I was going too fast. Sorry.

>> MELANIE SONNTAG: Sorry, Dave, Melanie Sonntag. Is there a way it can be displayed as well, please?

>> DAVE WENHOLD: It's in your packet that you received when you walked in.

>> MELANIE SONNTAG: I'll look there next. Thank you.

>> DAVE WENHOLD: Let me start again on 1. Meet regularly to help organize many grassroots actions and provide a toolbox for members to utilize in educating the public and legal community regarding the importance of utilizing stenographic reporters nationwide.

Number 2. Raise awareness in our external audiences about the dangers and pitfalls of electronic recording usage through the articles in state and national newsletters.

3. Work with state affiliates to create materials to be utilized by members of both state and national associations and distribute to key decision-makers and end users to educate them in a fact-based way.

4. In concert with Government Relations staff, conduct legislative review and analysis of electronic recording-related legislation in states and coordinate advocacy response efforts and small rapid response forces in geographic regions. These rapid response forces would be able to have constant contact



with state leaders in their region and serve as an early warning system when these electronic recording issues arise.

5. Work with NCRA's Government Relations staff on analyzing electronic recording legislation and its impact and to identify courts and levels of freelance jobs that could be specific targets for the introduction of electronic recording.

Whereas, the need for an up-to-date toolbox for members to utilize in educating public and legal community regarding the importance of utilizing stenographic reporters nationwide continues to exist, along with the critical need to continue to raise awareness in our external audiences about the dangers and pitfalls of electronic recording usage, especially in association with existential risk AI poses to court reporting, captioning, and the justice system;

Whereas, Strong has continuously advocated for court reporting and captioning professionals for years by sounding the alarm on serious issues and addressing them rapidly, most specifically relating to AI and unregulated use in legal proceedings, culminating in the recently published white paper, which could be invalidated by virtue of the committee being disbanded and there being no further updates to keep it current.

Enough is enough! We demand change. We demand action. We demand that the NCRA Board of Directors and its Executive Director take the concerns of your members seriously and make significant changes to NCRA's policies and procedures to address the members' concerns when they arise. We demand transparency. We demand regular accountability of funds being expended by virtue of quarterly financials being distributed by members.

We have lost confidence in the incoming leadership team at NCRA. Pursuant to NCRA's Constitution and Bylaws, Article 9, Section 5 -- Business at the Annual Convention: A, if any Member or Members shall feel aggrieved by any action or decision by the Board of Directors, such action or decision of the Board of Directors may be appealed to the Voting Members at the Annual Business Meeting by filing with the Executive Director at least 30 days prior to such a meeting a written statement of such complaint signed by at least ten Members.

The complaint set forth the action or decision of the Board of Directors complained of and a brief statement of the reasons for the complaint, together with a motion of the action or decision requested by such Members. Such complaint, statement, motion shall be read by the Executive Director at the Annual Business Meeting. If such motion is passed by two-thirds vote of the Voting Members present and voting at a meeting at which quorum is present, it shall be binding upon the Board of Directors to act accordingly.

The proposed motion is hereby to seek the voluntary resignation of incoming President Keith Lemons for choosing to disband NCRA Strong at a time when additional advocacy is needed, not less. Mr. Lemons has failed to provide transparency and disclose information requested by state leaders and the membership regarding his decision. His actions have caused irreparable harm to NCRA and have laid waste to the extensive work of dedicated volunteers, as well as substantial financial resources expended by the Association for the development and adoption of the white paper. It is in our opinion that his actions are a breach of his fiduciary responsibility in serving on the Board of Directors. If he does not voluntarily resign, a vote for his removal by the Board of Directors should be held."

And now Kristin will read the motion.

>> KRISTIN ANDERSON: I will now read the motion. The question is on a two-part motion; 1, to seek the voluntary resignation of incoming President Keith Lemons for choosing to disband NCRA Strong at a time when additional advocacy is needed, not less; and 2, if he does not voluntarily resign, a vote for his removal by the Board of Directors should be held.

The "Proposed Motion" requires no second. The Complaint is a statement of grievances and requires no action. In accordance with Article IX, Section 5, of the NCRA Constitution and Bylaws, the Executive Director has read the Member Complaint and Motion that was duly filed at least 30 days prior to the Annual Business Meeting and signed by at least ten members.

The first part of the motion is "to seek the voluntary resignation" of the incoming president, Keith Lemons, for the reasons stated and have been read by the Executive Director. There is no provision in the NCRA Constitution and Bylaws or Roberts Rules of Order Newly Revised that can require the President-Elect to resign, unless he does so voluntarily.

The second part of the motion is, "if he does not voluntarily resign, a vote for his removal by the Board of Directors should be held." Article IX, Section 5, of the NCRA Constitution and Bylaws, allows for a member vote with respect to any "action or decision" of the Board of Directors. It does not authorize or allow for the members to require a positive or affirmative action, such as to remove an officer.

Therefore, based on the opinion of our parliamentarian and legal counsel, and confirmed by the Board of Directors' interpretation of the NCRA Constitution and Bylaws in accordance with Article XIX, Section 1A, the Complaint and statement of grievances require no further action, and both parts of the Motion are out of order, not debatable, not amendable, not appealable, and will not be put to a vote.

I have a statement I'm going to read on behalf of President-Elect Keith Lemons. First of all, he wants to thank each of you for being involved in the process and for your passion and concern, a concern that we share for the welfare of NCRA and for the court reporting and captioning communities. The court reporting and captioning professions face a myriad of problems in the coming year, including placement of ER in rural courts, AI transcription of criminal and civil matters, loss of jobs, lack of awareness of importance of accuracy, loss of licensure due to sunseting in certain states, independent contractor versus employee designation, and many other issues not mentioned here.

We need to focus on all issues affecting our members. AI is an important issue, but it is not the only issue that affects our members. I want to go back to the concept of a rapid response team called the Government Relations Team, GRT, or great, that we are establishing. This will be patterned on the successful Reporting Advocacy and Information Network -- RAIN -- program. A network of experienced reporters and captioners who choose to serve on the GRT team will help develop a grassroots toolkit to enable all members to learn how to quickly respond to issues that come up. Our outreach will be all-inclusive and expand the areas that have been addressed by the Strong Committees of the past. NCRA's commitment to advocacy and support of reporters and captioners in every state has never wavered. This is an evolution of what Strong did for us, and we thank them for their foundational work upon which to build our next steps.

That concludes the statement from President-Elect Keith Lemons. Is there any new business to come before the meeting? The Chair recognizes Lisa Migliori-Black.

>> LISA MIGLIORI-BLACK: I move that the following proposed bylaws amendments be introduced and voted on. Would I be permitted to pass them out in writing?

>> KRISTIN ANDERSON: Yes, you can.

>> LISA MIGLIORI-BLACK: Okay. Could somebody assist me?

>> KRISTIN ANDERSON: You have three minutes, so you'd probably better begin.

>> LISA MIGLIORI-BLACK: The following bylaws amendment submitted by Phyllis liken, Liz Harvey and Robin Nodland, rationale, members have no management authority over the Association, and as such authority is held by the Board of Directors. However, state nonprofit corporation laws generally reserve to members the right to recall and/or remove officers and directors and to amend the Constitution and Bylaws, among other rights. Currently, only the board members -- excuse me -- currently, only the Board of Directors holds the authority to remove an officer or Director of the association by a three-fourths vote, majority vote. The members elect officers and directors. This proposed amendment will allow for voting members to have the authority and the right to vote to remove officers or Directors of the Association. This proposed amendment is consistent with the voting members having the authority to amend the Association's Constitution and Bylaws.

Note: For your reading ease, the language to be added is underlined. I'm not going to read that, because I won't have enough time. But as provided to me. From all research, everywhere else calls for a two-thirds vote, if there is not a prior notice given, and the amendment is made from the floor. NCRA calls for a 100% unanimous vote, which is ridiculous. I will make that proposed bylaws change along the way -- never mind, I'm just reading somebody else's notes. Forgive me.

We actually had something else prepared, so, we're not going to be given the opportunity to present that, so. Should I read the amendment or should I have everybody read it in writing?

>> KRISTIN ANDERSON: You can read the amendment. You have a minute remaining on this issue.

>> Removal by the board. Any Director of the association may be removed by resignation or by three-fourths vote of the Board of Directors at a meeting at which a quorum is present, whenever in its judgment the best interests of the Association would be served hereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Proposing new section: Removal by the members. Any Director of the association may be removed by the resignation or by a recall/removal vote of the membership. A recall vote is initiated by 100 Voting Members, no more of 25 of whom are located in any one state, filing a Petition for Recall with the Executive Director --

>> KRISTIN ANDERSON: Time. Time. Thank you, Lisa. Your time has expired. Stand at ease one moment, please.

Point of clarification. Is this under Section 4 of the bylaws? Yes.

>> Is this under Section 4 of the bylaws?

>> KRISTIN ANDERSON: Is this under Section 4 of the Bylaws?

>> Article 5, Section 10.

>> Hold on. The question is whether you're making this

under Article 18, Section 4 of the --

>> KRISTIN ANDERSON: Stand at ease at the moment. We're trying to find the application in the Bylaws.

>> JEFF ALTMAN: We're looking at the procedure whereby you're trying to amend the bylaws from the floor without 30 days' notice. And the question is whether you're making this amendment under Article 18 Section 4 of the Bylaws. You don't know what it is.

>> DAVE WENHOLD: I understand, but we're trying to -- so, if you're doing an amendment on the floor, it affects the bylaws, that is without 30 days' notice. I believe this Article 16, Section 4 states you have to read that and --

>> JEFF ALTMAN: They're not trying to amend that. They're trying to amend that under that provision. Normally, you can't make an amendment on the floor without the state, and then it has to be unanimous, which is the note that you wrote that says that's ridiculous, but it's still the procedure, which is, if you want to make an amendment from the floor, then it has to be under this Section 4, and then it has to be vote and the vote has to be unanimous.

>> DAVE WENHOLD: Does that make sense? (Off microphone).

>> JEFF ALTMAN: What are you doing? You're trying to make -- you're trying to enter an amendment from the floor.

>> Yes, right.

>> JEFF ALTMAN: So, it would be appropriate then for the Chair to read -- after we get done with the motion, for the Chair to read the rules to the members about how that should be considered, right?

>> DAVE WENHOLD: We're just asking you if that's the area.

>> JEFF ALTMAN: We just want to make sure. So, that's the place. That's the only way it can be considered as -- the only way this can be considered as an amendment from the floor is if it's under Article 18, Section 4. Which is what you want to do.

>> DAVE WENHOLD: Which is what you want to do, right? Okay. Okay. So, Kristin's going to read that article, Article, explain the process to everybody. And then talk about it. How's that?

>> KRISTIN ANDERSON: Section 4? Okay. For clarification, the Chair is going to read Section 4 of this Article of the Bylaws.

Section 4: Alternative Amendment Procedure. "Any amendment which has not been filed with the Executive Director and of which written notice has not been given within 30 days may be submitted at the Annual Business Meeting and shall be adopted upon receiving a unanimous vote by all those Voting Members who are present and voting at the Annual Business Meeting, at which a quorum is present. Such amendment shall be voted upon under the provisions of Article 18, Section 2, above."

>> DAVE WENHOLD: Is that clear for everybody?

>> KRISTIN ANDERSON: Is that clear? Got it. Okay.

>> JEFF ALTMAN: Good morning, everybody. These meetings always wake me up.

>> DAVE WENHOLD: Mountain Dew, are you now?

>> JEFF ALTMAN: Because everybody's so well intentioned, but issues do come up. So, there's a very elaborate procedure in the Constitution and Bylaws for people to bring forth amendments, either from the Board or from the Members, as you just heard, and that goes through a vetting process. It goes through publication. The members get to hear about it 30 days in advance in the Journal. It's a rather very elaborate procedure.

And then, there's this safety valve, is if you don't go

through those procedures, then there's a safety valve, which is, if you come to the meeting and you want to make an amendment without going through those procedures, then you can rise from the floor, as Lisa has done, and propose a motion that changes the C&B, but it can only be adopted if this group votes unanimously in favor of the amendment. Otherwise, the procedure is for her to submit that back through the Bylaws Committee next year and have it vetted the way normal amendments are. So, this is an extraordinary request to ask this group to vote unanimously to approve these motions. I hope that clarifies it. So, I'm not sure if we finish the motion or have a second or how we proceed. Oh, we can let the C&B talk.

>> KRISTIN ANDERSON: Is there a second to the motion?

>> AUDIENCE: Second.

>> KRISTIN ANDERSON: Somebody raised their card. Sandra Ellis is the second. Discussion on the motion. The Chair recognizes the Bylaws Chair Tami Keenan.

>> TAMI KEENAN: I have a point of order. Not that I would ever -- Tami Keenan, Battle Creek, Michigan. Not that I would ever want to elaborate on anything the esteemed council says. Look at him. I don't think it's clear to people here in the room that once the amendment -- if the amendment is raised during the Business Meeting and there is a unanimous vote on that amendment, that only means that the members in this meeting have agreed to send it out to the electronic voting. I don't think that was clear. So, is that clearer?

>> KRISTIN ANDERSON: Point well taken.

>> JEFF ALTMAN: And I didn't finish. And you're absolutely right, and you've been correcting me for 10 or 15 years. Thank you.

>> TAMI KEENAN: It's 20.

(Laughter and applause)

>> JEFF ALTMAN: Love you!

>> KRISTIN ANDERSON: Okay. Further discussion. The Chair recognizes Joshua Edwards.

>> JOSHUA EDWARDS: Thank you. Joshua Edwards from New York City. I take exception with the ruling that it was out of order. I think this is a serious issue and the members' voices should be heard at this meeting. Thank you.

(Applause)

>> KRISTIN ANDERSON: Chair recognizes Stacey Raikes.

>> STACEY RAIKES: The petition for recall must identify -- I am so sorry, girl! Okay. The petition for recall must identify the Director, their term of office, set forth the basis for the recall, and contain the names and signatures of the voting members supporting the Petition. Once a Petition for Recall has been submitted to the Executive Director, the existing Board, on behalf of the Association, will set the removal election date to occur within 30 days from the receipt of the Petition and conduct a removal vote. Members voting by electronic mail or other authorized means of electronic transmission for the removal election will have a period of 24 hours to vote, once the online voting period begins. The removal must be approved by the affirmative vote of a minority of the votes cast by voting members.

>> AUDIENCE: Majority.

>> STACEY RAIKES: Thank you! A majority of the votes cast by Voting Members. The Officers, except the President, the Immediate Past President and the Assistant Secretary-Treasurer, shall be elected each year by the Voting Members. The term of

each elected officer shall begin at the close of the Annual Business Meeting, and the Officer shall serve for a one-year term or until an Officer's successor is elected. No elected officer shall serve for more than one full term in the same office, except the Secretary-Treasurer, who may serve for no more than three consecutive terms.

The President-Elect shall automatically succeed to the Office of President at the completion of the President's term of office. Any Officer of the Association may be removed by a three-fourths vote of the Board of Directors at a meeting at which a quorum is present whenever, in its judgment, the best interests of the Association would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Any Officer of the Association may be removed by resignation --

>> KRISTIN ANDERSON: Time.

>> By a recall vote of the member, initiated by 100 voting members, no more than 25 of whom located in any one state, filing a Petition for Recall with the Executive Director. The Petition for Recall must identify the officer --

>> KRISTIN ANDERSON: The member's time is expired.

>> STACEY RAIKES: Thank you.

>> (?) from Washington State. Continuing reading the petition.

Once a Petition for Recall has been submitted to the Executive Director, the existing Board on behalf of the Association will set the removal election date to occur within 30 days from the receipt of the Petition and conduct a removal vote. Members voting by electronic mail or other authorized means of electronic transmission for the removal election will have a period of 24 hours to vote, once the online voting period begins. The removal must be approved by the affirmative vote of a majority of the votes cast by voting members.

That concludes the proposal. For personal remarks, I felt compelled to come to the microphone to reiterate what the issue is at hand. This proposal is being made because our voices are not being heard. We have made a petition signed by over 100 members of this association that were presented to the Board of Directors, compelling a vote for the removal of President-Elect Lemons.

To reiterate the concerns. President-Elect Lemons did act outside the limits of his office by disbanding acting committees without first securing --

>> KRISTIN ANDERSON: There will be no personal attacks and defamation of people and individuals in this room.

>> This is not personal. This is about actions that were made by officers of our association. May I continue my remarks?

>> KRISTIN ANDERSON: One moment, please. The position and not the name. Thank you.

>> The President-Elect did act outside the limits of his office by disbanding acting committees without first securing the necessary approvals of the Board, as prescribed in the bylaws. He has heretofore exhibited through words and actions animosity towards the committees and volunteers, suggesting his motivations are personal in nature, rather than for the good of the Association.

He has failed to answer the questions and concerns of the membership, as properly raised within the confines of the organization, including within listservs. He has participated in

messages with membership, both private and public, in a manner unbecoming of the Office of President.

A complaint by the Membership regarding the above has been properly lodged with the leadership, calling for a vote to compel his resignation or removal. We, the Membership, do hereby call for a vote, calling for the President-Elect's immediate resignation, and if he will not, that the Board of Directors should be compelled to remove him by their own process, as prescribed in the bylaws. Thank you.

(Applause)

>> KRISTIN ANDERSON: Lisa, you have to wait until everybody else, for another turn. The Chair recognizes Melanie Humphrey-Sonntag.

>> MELANIE HUMPHREY-SONNTAG: Thank you. I'm Melanie Humphrey-Sonntag from Cheyenne, Wyoming. Yee-haw! And I just have a point of clarification, if I could, on the process. I thought the question before the body right now is whether or not we are going to discuss the proposed amendment and have a discussion about it, not have the discussion about it before we decide if we're going to discuss about it. So, am I confused on the process? Is this even a proper matter before the body this morning? It's a great amendment. It is an issue that definitely should be addressed, but I'm concerned about the process right now. I believe all of us here have to vote to discuss it before we can even discuss it. Otherwise, it would go through the traditional C&B amendment of go to work with the Bylaws Committee, as we just discussed, whether it's 15 or 3 members proposing. So, my question is on procedure. Hi, Jeff.

>> JEFF ALTMAN: I'll do this again without being corrected. We're under New Business. The issue of the motion to require the resignation or the Board to do something is declared out of order because it's not provided in the C&B, so we have gone on, I believe, to other New Business, which was the motion that several people have read, which is to amend the bylaws to change the removal procedures for officers and directors, since officers and directors can currently be removed only by a vote of the Board of Directors, the amendment that has been presented would allow the Membership directly to vote on the removal of the officers and directors. I don't mean to summarize that poorly, but it would take that power to remove officers and directors and give it directly to the members. I think that motion has been read. And probably, if it hasn't been seconded, it should be --

>> DAVE WENHOLD: It was.

>> JEFF ALTMAN: Okay, sorry if I missed something. It should be. If it has been seconded, then I think, Melanie, the discussion now is on that amendment, so people shouldn't be talking back about the previous stuff, but it should be on the amendment which is now on the floor. And when that discussion is over, the Chair will call for a vote, all in favor of amending the bylaws of C&B to include that will vote "yes." All the members that are against adding that to the C&B will vote "no." If there is a single objection in the room, then it will go no further. If it's unanimous, then the next step is Tami -- Ms. Keenan has correctly pointed out, that's just the first step. If there is no objection, then it would then be presented to the -- it would be passed along unanimously from this group as a recommendation or approved, and then it would go to a vote of the entire Membership. So, I know that's a lot of words, and the President's always telling me I should stick to three minutes as

well. But, so, the discussion now is on this proposed motion to amend the Bylaws as presented by several people, and then there will be a vote, if it's unanimous in favor or an objection, then we'll know the next step. Does that help?

>> MELANIE HUMPHREY-SONNTAG: That does help. If I could add to that little bit. The decision on the bylaws will not be made in this room, but the question of whether to place it on the online voting platform this afternoon will be made only by a unanimous vote to do that of the people attending this particular meeting. Is that correct?

>> JEFF ALTMAN: Correct.

>> KRISTIN ANDERSON: That is correct.

>> MELANIE HUMPHREY-SONNTAG: And we have roughly 60 members in this room at this time out of our 13,000 voting members making that decision. Thank you so much for the explanation. That helped at least me.

>> DAVE WENHOLD: So, Melanie's also been helping me for 20 years speak more succinctly, but yes. (Jeff Altman speaking).

>> KRISTIN ANDERSON: Thank you. The Chair recognizes Sonia Trevino.

>> SONIA TERRINO: Thank you. Texas, y'all. I'm still not clear. So, every single person in here has to vote, yes, let's send this out for a vote?

>> KRISTIN ANDERSON: Yes.

>> DAVE WENHOLD: Doing it from the floor, because it's an extraordinary event, it doesn't go through the standard Constitution and Bylaws process, which is 30 days, give it to the Executive Director, blah, blah, blah. When you're doing it from the floor, because it's an important thing -- we're an organization run by our Rules and Constitution and Bylaws. The bylaws allow this, but it has to be unanimous. Does that make sense?

>> SONIA TREVINO: That makes sense, but it is concerning to me. And I would hope -- you know, members have a right to speak, and their vote is their voice. And I just hope that everybody in here votes to at least give it to the membership. Let us decide, you know. Thank you.

(Applause)

>> KRISTIN ANDERSON: Yes, Melanie. Is there anyone else that wants to address this issue before Melanie? Okay. Melanie Humphrey-Sonntag.

>> MELANIE HUMPHREY-SONNTAG: I wondered if Jeff and Dave could continue their guidance that any Bylaws Amendment changed this year will not take effect until next year, and the timeline of how these things work -- and I'm still trying to get my head around it, and I do appreciate the members who brought this forward, but I'm trying to picture it myself as being no different than if it had been submitted three months ago, gone through the C&B vetting process, et cetera. So, even the amendment we previously discussed will not take effect until next year after it's voted on. So, even if we vote today in this room to send it to a vote, nothing will happen until next year.

And my short part is, the concerns about the current President-Elect will not be affected by this proposed Bylaws amendment, no matter what, but correct me if I'm wrong.

>> KRISTIN ANDERSON: That is correct, Melanie. Tami. The Chair recognizes Past President Tami Keenan.

>> TAMI KEENAN: Forgot what I was going to say. Tami Keenan, Battle Creek, Michigan. Reminded me I was going to say that. I call the question.



>> Question has been called.  
>> Second.  
>> DAVE WENHOLD: There's been a second. Was there a second? Lance. Second.  
>> KRISTIN ANDERSON: Motion and a second. Is there any objection to calling the question? One moment, please. Stand at ease.  
>> DAVE WENHOLD: Or sit at ease.  
>> KRISTIN ANDERSON: Sit at ease. I'll stand at ease.  
>> JEFF ALTMAN: So, the question's been called on this. So, the next step is --  
>> KRISTIN ANDERSON: I've got to read the motion.  
>> JEFF ALTMAN: Two-thirds vote to call the question.  
>> KRISTIN ANDERSON: Thank you. Call the question. Previous question, closed debate and amendment immediately and starts the voting process. Purpose: Immediately stops debate and -- pardon me.

The previous question is moved and seconded on the Constitution and Bylaws Article 5 Board of Directors Section 7 removal. And Article 6, Officers Section 2 election qualifications and terms of office. Section 3: Removal by the Board and a new section would be removal by the members. The question is on the demand of the previous question. Those in favor of ordering the previous question on, please raise your green voting cards.

>> DAVE WENHOLD: This is the call to question.  
>> KRISTIN ANDERSON: Call the question. Could everybody stand, please, that has their green cards?  
>> We don't have to stand.  
>> DAVE WENHOLD: So, to stop the discussion, when you call the question, you have to have two-thirds vote to stop the discussion. So -- because you are stopping the discussion because the body has felt that we've discussed this, or whatever, you need two-thirds vote to call that question. Does that make sense? So, two-thirds vote in the affirmative to call the question and then we go straight to the vote on the amendment. Does that make sense?

>> KRISTIN ANDERSON: All those in favor of calling the question on the previous debate, please raise your green voting cards.

>> DAVE WENHOLD: Who's counting? We're going to have to count that.

>> KRISTIN ANDERSON: I think we're going to have to count it.

>> DAVE WENHOLD: We're going to have to count it. Sorry.

>> KRISTIN ANDERSON: Can we count up? Start over here, on the Chair's right. If you're standing, you can say number 1 in the back. We're calling the question. Please say a number and then sit down.

>> Can you be clear, say "calling the question means the discussion is over today." That is what calling the question means. We have no more discussion on this topic today and we move on to next steps. So, if you want to keep discussing the matter, I suggest that you don't call the question.

>> SHERYL WOMBLE: The purpose of the motion is to stop debate, and then you vote on the amendment. You're taking away a right from a member, so members are voicing their concerns of whether they're ready to stop debate. That's what the motion is.

>> KRISTIN ANDERSON: Okay. So, right now, if you would like to call the question to stop debate on the previous motion,

please stand or raise your green voting cards. Okay, those opposed?

>> DAVE WENHOLD: It's going to be close.

>> KRISTIN ANDERSON: Okay. I'm sorry, it's so bright up here. Good morning. The vote is very close, so we're going to count it off. If you are in favor of calling the question in the affirmative, please raise -- (speaker off microphone) -- and we need staff to do the counting. Where is the Elections Committee in here? Are you out there? Is anybody out there? Sorry, I can't see with these lights. Okay.

All those in favor, we'll have you count off. If you're familiar with the process. We'll start with the chair's right, over here on this side of the room. And if you're the first person, say "one," and if everybody would stand that wants to call the question at this time, you say "one," then sit down. Then the next person says "two," sit down. So, if we could start that process, over here to my right, starting with Jason Meadors.

>> One.

>> Two.

>> Three.

>> Four.

>> Five.

>> Six.

(Counting continues)

>> MELANIE HUMPHREY-SONNTAG: 25 at this point.

>> DAVE WENHOLD: They're still counting.

>> We're at 28. Any more? 29. Two back here. 30. 31. 32. 33, 34.

>> DAVE WENHOLD: No, I don't vote.

>> KRISTIN ANDERSON: 34. Okay. All those now that do not want the question called, as opposed to calling the question, if you can please raise your green voting cards and stand.

>> DAVE WENHOLD: Yeah, that's more.

>> KRISTIN ANDERSON: We will count off in the same process.

(Counting)

>> KRISTIN ANDERSON: Okay. Can I just recognize the motion fails?

>> 54.

>> MELANIE HUMPHREY-SONNTAG: I'm 55. Jenny's 56. Yvette, did you vote?

>> 57.

>> KRISTIN ANDERSON: There are less than two-thirds in the affirmative, and the motion for the previous question has lost. The question is now on the Bylaws Amendment as submitted for Constitution and Bylaws Article 5 Board of Directors Section 7 removal, removal by the Board. Is there further debate? Chair recognizes Joshua Edwards.

>> JOSHUA EDWARDS: Thank you. Joshua Edwards from New York City. I would vote in favor of this amendment because this gives power to the members, and that is what members are asking for, transparency and their voices to be heard. In many ways, it's unfortunate we got to this point, but it's a fair process, and I'm glad that we are taking it seriously and doing what we feel we have to do to have that level of transparency and to have our voices be heard. Thank you.

(Applause)

>> KRISTIN ANDERSON: Chair recognizes Allie Hall.

>> ALLIE HALL: Allie Hall, from Tulsa, Oklahoma. I also want to vote in favor. I want to make sure everybody here

understands what we're voting for, because I think there's been still some confusion. Sorry! I do talk fast. I apologize, and I've had caffeine, so that's a no go.

So, I just, because from where I'm sitting back here, there's still a little bit of confusion. I just want to make sure that I have a clear understanding that the next vote that's called for -- I just want to make sure that I understand that the next vote that's called for is that we're all voting and it has to be unanimous. And what we're voting for is to send the bylaw proposed amendment to the membership. Is my understanding correct?

>> KRISTIN ANDERSON: Yes, that is correct.

>> ALLIE HALL: There's just been some confusion with the call for the question and everything. So, I vote in support. I think it's very important that the membership gets to decide something like this. And the work of the Board is also very important, but I really think that it's integral moving forward that the Membership's heard. Thank you.

(Applause)

>> KRISTIN ANDERSON: Chair recognizes the podium to -- I can't see over there.

>> JOANNE LEGER: JoAnne.

>> KRISTIN ANDERSON: JoAnne Leger from Texas.

>> JOANNE LEGER: Still awaiting my luggage. I apologize. I just wanted to say, I know it's important to vet these in the Constitution and Bylaws Committee. The only comment I have on this is I'm concerned -- and I could be wrong, totally wrong -- but I know under Roberts Rules, that's why that they have percentages, or the number of voting -- three-fourths, two-thirds, you know, unanimously. I don't know that this proposed amendment is totally within those limitations or without, and that's actually the only concern I have. So, if it does go to the membership, just know that it still may have to come back to the C&B Committee to follow up on that.

>> KRISTIN ANDERSON: Chair recognizes Kathryn Thomas.

>> KATHRYN THOMAS: Kathryn Thomas from Caseyville, Illinois -- K-A-T-H-R-Y-N. And just really quick, our captioner has been absolutely amazing. But anyway! I will be voting in favor of sending this to the membership, because NCRA is a membership organization, not a corporation. The membership does not work for the Board of Directors; the Board of Directors works for the membership.

(Applause)

>> SONIA TREVINO: And then she said. Hi, y'all! I'm Sonia Trevino from Texas. I want to address my comments --

>> She spoke twice already, hasn't she?

>> KRISTIN ANDERSON: One moment, Sonia. I'm going to have to recognize -- no, the Chair will recognize those who haven't spoken first, if you'd like to approach the mic, and state your name, please Cindy Tachell from California. Just a clarification. I thought someone said we have 13,000 members in NCRA and I just wanted to clarify exactly how many members we have. Voting members. Thank you.

>> KRISTIN ANDERSON: The question is not germane to the motion.

>> CINDY TACHELL: Okay, thank you.

>> KRISTIN ANDERSON: Yes, over here to my right. I can't see you. Please state your name.

>> Is this on? Carol Naughton, Virginia Beach, Virginia. I am not for this amendment right now because it's very lacking,

which is why these types of amendments need to go through the C&B Committee before it comes before the membership. It doesn't address what happens after the removal; how we fill that role after. So, I think that the proper place for this amendment would have been to be given to the Executive Director 120 days before the Annual Meeting. And so, that is why I'm opposed to it, because it's very lacking. Thank you.

>> KRISTIN ANDERSON: Chair recognizes Past President Sue Terry.

>> SUE TERRY: I'd just like to clarify the time frame, because I believe that the action that people are pretty aggrieved about did not occur. It was weighted. It's very unclear on when the action was actually taken, so it would be very hard to bring that amendment. Thank you.

>> PATTI WHITE: My name is Patti White from St. Louis. I'm a captioner by trade and a business owner. And I, too, will support Kathryn Thomas's comments about the captioner doing a great job today. But my voice also gets shaky when somebody starts talking we motion, and I hear a lot of emotion in my work every day as a captioner. And I try to write as well as I can, but when something is happening that's affecting me, personally, as a captioner, I think it makes it doubly hard. So, I'm going to try to say what I want to say, because I think that our Board of Directors -- I'm new to the whole Roberts Rules of Order, but I've been familiar with them all along. I do like the fact that our membership asked to clarify what the questions are. I believe that's very important, because I need to know as well.

I'm also very concerned about this issue having been brought forward. I think it's very important. I so appreciate someone like Tami Keenan, who has lots of experience in this area, and thank goodness people do, because I can't get my members in my states to pay attention to this stuff, and we have to do this all the time. So, I appreciate that you're teaching us how to do this at the same time. And I'm glad that Tami is here. And I will be more learned when I do more things on the Board, and I appreciate the opportunity that my colleagues have given me to step forward on especially this amendment when I'm not very good at Board of Directors Roberts Rules of Order. Thank you very much for letting me speak. And go, Cubs! Go, Cardinals! I know there's a lot of animosity between those two, but hey, I love both teams. I love baseball. I love both sides here. And I love NCRA.

(Applause)

>> KRISTIN ANDERSON: The Chair will recognize Tami Keenan.

>> TAMI KEENAN: Thanks. Tami Keenan, Battle Creek, Michigan. I believe I can speak to the motion, even though I previously called the question. That doesn't count against my first time, right? Okay. See, I don't know everything. I think I do.

I'm going to speak about the motion -- the person that you all are talking about, the position you all are talking about. The person in that position, someone -- thank you very much for the compliment -- the person in that position basically taught me everything I know. And I think that everyone in this room knows that person.

>> DAVE WENHOLD: It's not germane --

>> TAMI KEENAN: Okay, there's voices behind me, and I understand. I think that we need to look at this motion from the whole big picture of NCRA and not one isolated issue. There are reasons made. There are decisions made for every -- as every

president takes the new position. That's just the way it goes. And people might not like those decisions, but it's what -- that position is allowed to do that under the bylaws.

The only time that a committee cannot be disbanded is if it's a standing committee, and that requires this procedure.

I just think that we have to have a bigger view, a more global view, and stop reacting to every little minutia thing that happens. Thank you.

>> KRISTIN ANDERSON: Chair recognizes over here to the right. I can't see. If you could state your name, please.

>> RENE HADRACK: From North Carolina. I'll vote "yes" for this amendment to be put to the membership to vote on, not specifically regarding this incident, whether people agree to it or not, but because we, as the membership, have the opportunity to bring forth issues when they happen and arise. And so, I believe that this amendment, going forward, will be a good thing for our membership to have in their pockets the ability to challenge an issue that comes up, and so that if this was in place, this issue would be able to be challenged with everybody being able to vote on it and put their vote to the test. So, taking it outside of the specific issue that brought this motion forward, I believe that this motion is a good motion to have on our bylaws going forward, for the future of NCRA and our members.

(Applause)

>> KRISTIN ANDERSON: Chair recognizes Lance Boardman.

>> LANCE BOARDMAN: Thank you, Madam President. I really don't want to be up here talking about this issue. I'm shaking, but I think it's nerves, and I'm freezing to death. I really didn't want to say anything, because number one, my position on the Board of Trustees, I don't want to cause any controversy, and I have friends on all sides of this who I love dearly. So, I didn't want to get involved, but I'm concerned about -- to me, this is a monumental bylaw change, and I don't believe bylaws that are crafted carefully over many, many, many years should be taken lightly ever.

We had significant discussion earlier about what I would consider much less important of a bylaw, and this has to be the smallest group of people in a business meeting I have seen in a long time. Now, I don't do math, so I could be wrong. But I'm concerned about something of this nature, which to me, looking at it a little bit from a distance, I hope, is more of a reactionary and personality-driven thing about a very, very important issue. I believe Strong is just fundamentally important. The work they do is fundamentally, vastly important. But I think it's, to me, become something that has become personal, and I don't think that this, such an important change in the bylaws should be done in such a reactionary manner. I believe members should have the voice, the primary voice in their association. Absolutely. And I would champion that every single day. I believe that they will every time a bylaw change is voted for or against, and that is what will happen if this is done in the proper order and not in this way. And that's my concern. So, thank you for your time. Appreciate it.

(Applause)

>> KRISTIN ANDERSON: Chair recognizes Doug Friend.

>> DOUG FRIEND: Hi. Thank you, Kristin. I'm Doug Friend from Vancouver, Washington. I served on the NCRA Board for ten years, so I do know those bylaws. And I'm beginning my second year as the Chair of NCRF, and so, I do know the importance of

bylaws there, too.

I'm going to echo what Lance was saying. He took some of the words out of my mouth. I'm going to vote "no" today, but I am going to encourage the people who have brought forth this motion today to go through the proper channels, when emotions have died down, when it's not "I'm mad!" Go through the proper channels. Bring forth the amendment. Let the people vote. Have a say. The members need to have a say, absolutely! But let's go through the proper channels. Let's vet it through the C&B Committee. And then, let's vote on it next year. Okay?

(Applause)

>> KRISTIN ANDERSON: Chair recognizes Melanie Sonntag.

>> MELANIE HUMPHREY-SONNTAG: Hi, Melanie Humphrey-Sonntag from Cheyenne, Wyoming. Yee-haw! I agree, somewhat, with the prior speakers. The reason that I did not want to call the question is because I think our members need to have our voices heard today, and I think we need to be on record as saying, "This is a dang good idea," to get our bylaws amended. Back in the day, there was no way for anyone to be removed from the Board, and I vividly remember when the bylaws were changed to allow board members to get rid of certain people on the Board. I think this is an excellent, excellent amendment to come forward, and I look forward to voting on it next year when it has been gone through the appropriate channels, et cetera.

This is an important issue for our members to have a bigger say in our association. The Nominating Committee interviews people and selects who should be on the slate. This year, there were no extra people added to be voted on. There was an open position. Our members got to vote. It was a moderately slow turnout, but our members had a say. We need to continue to have our members have a say. There are 80 people sitting in this room wanting to be part of our governance. This is a good thing. There are a lot of people out there who feel they are not heard. And Madam President, Mr. President-Elect, Ms. Next-to-be Vice President, all of the Board Members, please, I implore you, listen to your members. We are not dummies. We are happy to help you. There will be people knocking down your door to serve on committees to do good work for our profession. We are all very proud of our profession, of our association. And this is a good amendment to be changed and have a bigger voice, not limited to Nominating Committees and those kinds of things.

When people see bad things happening, the members need the power to change it. So, this will be a good amendment when its time comes. And I appreciate your bringing it forward. I know you guys have done a lot of work. And Board, I would ask you to reconsider some of your committee assignments for next year, in light of all the things you've heard this morning. Thank you very much.

(Applause)

>> KRISTIN ANDERSON: Chair recognizes Lance Oviatt.

>> LANCE OVIATT: Yes, the other Lance, from Wyoming, by way of Texas.

>> Yay!

>> LANCE OVIATT: And I rise to echo the other Lance's comments. I do believe this is a good amendment. I just don't believe that this is the time. It needs to go through the process, and there needs to be an opportunity to consider this.

I don't think it is fair to the membership to drop it on them without the due deliberation, and I hope we go through that process. And as I said, I'm in support of it. I'm in support of

the members being able to make the decisions. Thank you very much.

(Applause)

>> KRISTIN ANDERSON: Chair recognizes the microphone here to my left. I can't see.

>> Hi, good morning. Thank you, Madam President. My name is Catherine Zielinski from Massachusetts. Maybe you don't know me in person, but now you see a face to my name. I just want to say a few things, and it might be a little random. This is my very first business meeting.

(Applause)

Thank you. I only recently became certified because I didn't want to have to pay dues. But then, as AI and all this other stuff started to come to the front row, I started advocating to become members of NCRA and get your certification to get your name out there. And this very reason is why I didn't for so many years.

I want to be able to have my voice heard. The things that have happened in just recent events is not personal to me. I don't know any one of you up there. I barely know anyone here, and you even didn't know me, so it's not personal, but we do need to have a voice.

And I love this process, that we can all sit in a room and speak calmly and respectfully to one another, and that should continue, even in small groups. I'm not angry. I have a lot of concern. I am a NCSA delegate, as well, and when I signed on to do that, I had no clue what I was doing. And I've learned a lot in those rooms as a NCSA delegate. And I just want people to know that getting involved is what you need to do, in order to have your voice heard.

I know that every single one of you works hard. I'm a new President to the Massachusetts Association. I have, again, no idea, you know, what's involved. There's always three sides to a story. When we were getting emails about, in the NCSA listserv, questions were being asked and they were being diverted. So, that's a concern, because people just want answers. And even as a NCSA delegate, you're a state representative and a state leader, and you want to be able to go back and tell your membership what's happening.

And in Massachusetts, we're not a licensed state, so there's really no reason for anyone to sign up for NCRA or MCRA, for that matter. We're always pulling teeth to try to get people to get involved.

>> DAVE WENHOLD: One minute.

>> I'm a rule follower for the most part.

>> KRISTIN ANDERSON: You have 30 seconds.

>> That's fine. I'm a rule follower for the most part, and I'm usually like, "Oh, okay, if that's what the higher-ups say, that's what I'll go with." But until recently, you start asking questions and you want the answers. And I think that's all we want is just some answers. Thank you very much for hearing me out.

(Applause)

>> KRISTIN ANDERSON: The middle microphone. Approach and state your name.

>> STEPHANIE ALISON: Hi, Stephanie Alison from Omaha, Nebraska. I agree with following the proper channels. I agree with doing everything by the book, but what I hear is that we're going to put something on the back burner again that is a very important issue, and I think that we have done that a lot with

what's happening to our profession. We're putting things on the back burner to point that we are putting ourselves on the back burner out of jobs across the country.

(Applause)

I don't think we have time to wait. I don't think we have time to wait another year. I don't think we have time to wait another minute. We have to take action. And the issues that have brought forth this motion are very important, and we don't have time to form yet another committee to yet then educate that committee. Like I said, we are putting ourselves on the back burner right out of jobs. We don't have time to sit on our hands any longer.

(Applause)

>> KRISTIN ANDERSON: I'll recognize the participant on the microphone here to my left.

>> DAVE WENHOLD: Your right.

>> KRISTIN ANDERSON: My right, your left. It's been a long morning.

>> SANDRA ELLIS: Sandra Ellis, Silver Spring, Maryland. People talked about being an introvert. I'm 99% introvert. I've been tested. So, this is really hard for me to get up and speak. So, if you know I'm up here speaking, you know I feel very passionately about this topic. Public speaking is definitely not my forte. So, I wrote a few things down.

There was not enough time to go through proper channels, but the motion was brought to the Board timely and was summarily dismissed. NCRA members have a right to be heard. This is such an important matter, and it is up to all of us in this room to give the members that right. It must be a unanimous vote. If we wait until next year, it is too late.

We have under 8,000 Find a Professional Members under NCRA's tab. It's not a lot of people. And we're losing more people every day. People just don't want to be part of this association for bad leadership in the past. I feel we're going in that direction again.

We started up, we were building, things were looking good, and now they're appearing to fall downhill again. I watched it. I almost walked away. I didn't. I've got my RDR, I've got my CRR. This is an important association to me, and I feel people aren't taking this seriously. It's very serious. AI, what the Strong Committee is doing, everything they've done, and then for them to be thrown away, I don't believe that our current President-Elect followed the proper channels. So, when you say "follow the proper channels, do the proper moves," that wasn't done already. So, you're shouting that at us. And what I'm saying is, it's up to us in this room to let the membership have a say. 100% of the people in this room need to vote "yes" to let the membership speak. If you vote "no," then you're voting against your membership. We have a right to be heard.

(Applause)

>> KRISTIN ANDERSON: Chair recognizes Past President Chris Willette.

>> CHRIS WILLETTE: Thank you, Madam President. Chris Willette, Wisconsin. I agree this is an extremely important issue. It obviously has raised a lot of passion and I appreciate passion for our profession very much. I do believe that it deserves the proper consideration, following the proper channels. I believe it needs to be vetted. There are unintended consequences that I don't think anyone has considered at this point. I would ask that it be moved to the C&B Committee, and I



would like to call the question.

>> KRISTIN ANDERSON: Is there a second to call the question?

>> Second.

>> KRISTIN ANDERSON: Okay. There's a motion and a second.

>> I was going to speak, but then they didn't let me.

>> KRISTIN ANDERSON: The previous question is moved and seconded. The question is on the demand on the previous question. The question is on the amendments on the NCRA Bylaws Article 5, Section 7, Article 6, Sections 2 and 3. Those in favor of ordering the previous question, as just read, please rise, on calling the question, on discussion. Stopping debate. Okay.

>> Can I make a recommendation? We count off row by row, because we are in kindergarten. We start with Jason and go out loud, one, two!

>> KRISTIN ANDERSON: One moment. Where's my Elections Committee? Please approach.

>> Oh, and I would like somebody else to verify the counting.

>> KRISTIN ANDERSON: If we can have the vote counted again, please, and we'll start over here with Past President Meadors.

>> Excuse me, madam.

>> KRISTIN ANDERSON: Yeah, let's let the Elections Committee please take over with the counting. Thank you.

(Counting)

>> 52.

>> 53.

>> 54.

>> 55.

>> 56.

>> KRISTIN ANDERSON: Did anyone not vote? If those that are opposed to calling the question, would you please stand with your green voting card. And count off.

>> One.

>> Two.

>> DAVE WENHOLD: Three, over there.

>> Four.

>> Five.

>> KRISTIN ANDERSON: There are two-thirds in the affirmative, and the previous question is ordered. The question is now on the adoption of the motion. The question is on the amendments on the NCRA Bylaws Article 5 Section 6 and Article 6 Sections 2 and 3. Those in favor of voting, stand with your -- those in favor, vote standing with your green voting card. The question is, on the amendments, on the previous -- on the sheet that you received that was handed out to you. To send it to an online vote. That is correct. The Bylaws Article 5, Section 7 and Article 6, Sections 2 and 3. Those in favor of voting to send that to the membership, please stand with your green voting cards.

>> KRISTIN ANDERSON: The motion fails because this --

>> DAVE WENHOLD: It has to be anonymous.

>> KRISTIN ANDERSON: Okay. We're going to count the votes off again. Please, keep standing so we can count the votes, so everybody's voice --

>> DAVE WENHOLD: Doesn't matter.

>> KRISTIN ANDERSON: Parliamentary procedure requires us to get the number of votes, so let's please move forward with the process and let's count the votes off.

>> We need clarification of what we're voting on right now.  
>> KRISTIN ANDERSON: We are voting -- the documentation that was passed out on the motion here, we are voting to send that motion to the voting membership that you will be voting on after the close of the business meeting. So, that's what you're voting "yes," if you want to stand up, you want that to go to the membership. Standing up in the affirmative now means "I want that to go to the membership." It will have to be unanimous. But parliamentary procedure requires us to go through this voting process. Thank you for your patience and participation.

(Counting)

>> KRISTIN ANDERSON: 58? Okay. And those opposed to sending it to the membership, please stand with their green voting cards.

(Counting)

>> DAVE WENHOLD: 23? Thank you.

>> KRISTIN ANDERSON: The vote is not unanimous. The motion is lost, and the alternative amendment will not be voted upon when the election ballot is released in two hours.

This meeting is scheduled to conclude at 11:00. Is there any other business to come before this meeting? Okay.

The next item of business is the instructions for online voting. According to Article 9 of the Constitution and Bylaws, voting for Constitution and Bylaws amendments shall be by electronic means. All eligible voting members for whom NCRA has an active email address will receive an email within two hours of the close of this business meeting. The email will contain a link to the secure voting website. At the secure website, you will be asked to enter your NCRA ID number, followed by your NCRA online password. Once logged in, Members enter the secure voting website and vote. Online voting will be open for 24 hours and will be open within two hours of the close of the meeting.

Members will be able to vote via their own phones, tablets, or computers, for the whole entire length of the 24-hour voting window. The official results will be posted on the NCRA website as soon as available.

The Chair requests at this time the new President Keith Lemons of Spring Hill, Tennessee, please join me at the podium. It is indeed my pleasure to formally hand over the NCRA Presidential gavel as you begin your journey as President of NCRA. I wish you all success in the year ahead as you navigate all the waters we have to go through. And just remember that I think what I have learned this past year is most importantly, people just want to be heard, and I know you will do that and you will lead us well in this next year. And with that, I'm here to support you. The board is here to support you. The membership is here to support you and we wish you well.

>> KEITH LEMONS: Thank you, Kristin. You have done an excellent job this year, more than excellent job. Every member should be heard. If I had a wish, it would be that I wish that I could grow up to be with you. And I hope that I will be a good president this year. Thank you.

(Applause)

>> KRISTIN ANDERSON: At this time, we will adjourn the meeting, and thank you all for being here and enjoy our fabulous conference that we have scheduled. Thank you. Sine Die. Bye-bye!

(Session concluded at 11:04 a.m. ET)

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