

APPENDIX J

Amended 3-17-07:24d+f, 3-25-06:23b, 7-12-99
Refer to Act Sections 03, 04 and 05

BOARD OF GOVERNORS OPERATIONAL DIRECTIVES

The procedures used by the Board of Governors in conducting the business of the Society rest upon the bylaws of the Society, the Acts of the Board, and Robert's Rules of Order--Revised. There is also custom or tradition, known to the many individuals who provide continuity to the operation of the Society but which is not formalized.

I. Arrangements

A. Board meetings are traditionally held at a location where an NSS grotto may act as the host. Invitations are solicited from grottos individually and through the Administrative Memo and the NSS News. The Board Arrangements Committee provides the "Guide to Arranging for an NSS Board of Governors Meeting" to interested grottos.

B. The host grotto makes all local arrangements, provides local transportation, and sends notification of the meeting to nearby members and grottos (in addition to notices in the Administrative Memo and the NEWS). The names of persons to contact to arrange local accommodations, being met at the airport, etc., will be sent to all board members well in advance of the meeting.

II. Agenda

A. The agenda for a board meeting is prepared by the President. Its format is subject to the provisions of the Acts of the Board and Robert's Rules of Order. Refer to Acts 04-023 and 04-093. The agenda for a meeting at which presidents change is prepared by the outgoing president. A preliminary agenda shall be prepared and distributed to the Board a minimum of one month prior to the meeting. A final agenda shall be prepared and distributed to the Board a minimum of two weeks prior to the meeting, and every effort shall be made to have all motions presented in the agenda. The preliminary agenda shall be placed on a public area of the NSS Web site, and replaced by the final agenda when it is completed.

B. Proxies, Minutes Approval, Reports, and Appointments

1. Proxies must be designated individually by absent board members. (See bylaw III.G.)

2. All corrections to draft minutes should be submitted to the Recording Secretary. Changes in context or in voting will be brought to the Board's attention. Typographical errors will be corrected immediately. (See Act 05-194)

3. Reports about the activities of most committees will usually be included in the appropriate officer's report. Matters of special import or topicality will be reported upon individually. The Acts of the Board require that reports from the Chairman of the

Congress of Grottos (See Act 04-203) and the Treasurer for the real property committees (See Act 04-211) are to be presented at all board meetings.

4. A recess will normally be scheduled for a closed meeting of the Directorate and of the Board.

C. Motions

1. Motions may be introduced by any member of the Board of Governors, subject to the provisions of the Bylaws, Acts of the Board, and Robert's Rules of Order

2. All motions changing or requiring a change in the bylaws must be submitted to the Bylaws Committee in advance of being submitted for inclusion in the agenda. See Act 08-204.

3. Motions will be presented in full in the written agenda unless they are lengthy or require attachments. In these cases, the agenda will include only an identification of the subject. The full motion and attachments should be sent directly to the board members by the author.

4. Motions for board action should not contain discussion of the question, but only a statement of the question. "Whereases"--which are, properly, discussion--are only appropriate in resolutions that the board is asked to adopt for distribution outside the Society. In most such cases, these resolutions should be sent directly to the board members by the author with the agenda for the meeting only mentioning their prospective presentation.

D. New Business

1. Additional business will be an agenda item. Motions included in Additional business are the ending items of the agenda and should be addressed after the ACommittee of the Whole.≡ Appropriate matters to introduce in additional business are:

a. Motions arising from board discussion of previous motions or discussion.

b. Urgent matters not included in the agenda due to lack of time.

At the insistence of a Board Member, motions not meeting these two criteria shall be included in additional business.

E. The agenda should not be used to communicate with other board members. Matters concerning the existing operation of the Society should be discussed with Officers, Committee Chairmen, etc., and communicated to other board members prior to introducing a relevant motion on the agenda, unless circumstances require bypassing normal prior discussion.

III. Reports

Reports form a necessary and important part of every meeting. In general, any report to be presented to the board must have been given a place on the meeting agenda.

A. Structure of a Report

1. No report shall include within the body of its text motions requiring immediate board approval. The body of the report should be limited to informational material not requiring board action or, at most, actions suggested for future consideration.

2. Any motions evolving from a report, to be brought for action at the time the report is presented, shall be listed separately and individually at the end of the report, but not as a part of it. Each such presented motion may be acted upon separately in the normal manner.

B. Motions relating to a report

1. Any motions evolving from a report, to be brought to the board for action at the time the report is presented, shall be presented to the President for incorporation into the printed agenda for that meeting by the deadline announced for the reception of agenda material. If this is not done, these motions shall be placed under new business and acted upon as time permits.

C. Acceptance of a Report

1. Every report presented at a regular, announced meeting of the Board of Governors shall be considered received by the board by virtue of its presentation. No formal vote will be required.

2. The author of a report presented at a regular, announced meeting of the Board of Governors may request a formal vote of acceptance from the board if he desires. In general, this will be for making the report an "official statement of the Society".

3. Reports listed in the agenda will be attached to the minutes for that meeting. Other reports allowed for presentation by the board will only be included in the minutes if a formal motion to that effect is adopted.

D. Reports should be prepared in standard "Attachment" format and lettered as directed in the minutes. The original of each report should be submitted to the Recording Secretary before the meeting.

IV. Robert's Rules of Order

A. Robert's Rules of Order, as revised, prevail at Board of Governors meetings except where superseded by a special board act. An abbreviated copy of Robert's Rules is included as Appendix R to the Acts of the Board.

B. The President will normally act as parliamentarian unless he chooses to appoint a parliamentarian to assist him. As Robert's Rules are designed to expedite the business of the meetings, board members should become familiar with them.

V. Minutes

A. Draft minutes will be distributed to Board members by the Recording Secretary as soon as possible after the meeting, preferably within 30 days. Board members will be asked to submit corrections and suggestions to the Recording Secretary within 15 days. After making all necessary corrections the Recording Secretary will submit to the President a copy off all of the comments and corrections as well as the final draft minutes for approval by the Board at the next regular meeting. The final draft and final minutes will be posted on a public area of the NSS Web site.

B. Minutes shall include only motions; disposals of motions; other action taken; oral updates to officers' written reports; issues and comments presented during Open Discussion period; reports from the closed sessions; a list of Board members present and proxies; disclosures of conflict of interest and their deposition, and other information pertinent to the meeting and business conducted. Written reports from officers and committees shall be included as attachments to the minutes.