

# MINUTES FROM 2025 ANNUAL MEMBERSHIP MEETING

Wednesday, June 18, 2025  
Scheduled: 4:15pm – 5:30pm Eastern  
Actual: 4:15pm – 6:50pm Eastern  
Atlanta, GA

Meeting called to order by Marty Apodaca, NCDA President, at 4:17 PM ET. It was shared that the 2025 Annual Meeting Report was posted in the conference app and on the NCDA website and would be a helpful resource to follow during this meeting.

As the meeting began, we had 197 members present, establishing the quorum.

## ***Procedural Review:***

Due to the length of this meeting continuing well past its scheduled time, many members left before the meeting was officially adjourned. Disagreement occurred on the floor regarding continued discussion of business and voting. We provide this review of NCDA governance guidance that informed meeting documentation and decision making.

According to the 2024-2025 NCDA Policies and Procedures Manual, “*a quorum at the Annual Meeting shall be the number of members in good standing in attendance*” (p. 13).

Additionally, the 2024-2025 NCDA Policies and Procedures Manual states that the “*official guide for all meetings shall be the revised Roberts’ Rules of Order*” (p. 13). According to Roberts’ Rules of Order, once a quorum number at a meeting has been established, the number itself does not change during the meeting. “*Once a quorum at a meeting has been established, the continued presence of a quorum is presumed to exist only until a chair or any other member alerts the assembly that a quorum is no longer present*” (<https://robertsrules.com/frequently-asked-questions/>). The individual noticing the apparent absence of quorum can raise a *Point of Order*, at which point a recount of members participating should be made.

Robert’s Rules of Order indicates that “*it is never permissible to transact substantive business in the absence of a quorum*” (<https://robertsrules.com/frequently-asked-questions/>). A meeting may continue with informal discussion, but no votes or motions can validly be made (other than to adjourn, recess, or to take steps to re-obtain quorum). The quorum number is not reset by the recount.

As such, the quorum for this meeting was set at 197, with 132 members serving as a two-thirds majority vote and 99 members serving as a majority vote.

Recounts were called for during the meeting, as indicated below in chronological order with meeting topics. When the member engagement recount drops below 132 and 99 voting participants, it is no longer possible to validly consider motions or votes that require two-thirds or majority votes, respectively. However, informal discussion may continue until the meeting is officially adjourned. (Note that the President, Parliamentarian, and Secretary traditionally abstain from voting in this meeting in order to maintain impartiality in meeting guidance and documentation.)

***Please also see the “Procedural Challenge After the Meeting” presented on pages 13 - 14.***

### **Approval of the Agenda:**

Marty Apodaca requested approval of the agenda and indicated that this was located in the Annual Meeting Report on page 4.

**MOTION** was made by Bret Anderson (Colorado) to approve the 2025 Annual Membership Meeting Agenda.

Seconded by Janet Wall (Virginia).

### **Discussion:**

**MOTION (to amend)** made by Bret Anderson (Colorado) to amend the agenda, removing the discussion of bylaws amendments.

Second by Amy Schroeder (North Carolina)

### **Amendment Discussion:**

Bret Anderson (Colorado) shared that the last membership vote on updates to the NCDA Bylaws occurred in 2018. In completing reviews for the current the suggested updates, our NCDA Bylaws Subcommittee sought guidance from the American Counseling Association (ACA), our parent organization. Recent feedback from ACA leadership requested that NCDA seek legal consultation for a corporate governance review to ensure legal compliance with the State of Oklahoma (the state in which our NCDA Headquarters is located). Upon this review, we recently learned that our bylaws are out of compliance with Oklahoma articles of incorporation, which supersede our NCDA Bylaws. We have been advised to delay updating our bylaws, and to seek a full review to ensure our current document and any proposed changes are in compliance with the law. We want to ensure that we are not putting the organization or our non-profit status at risk.

David Reile (Tennessee) expressed concern that the membership was just hearing of the legal compliance concerns at this time and requested a citation of the legal challenge. He pointed to Oklahoma Statutes Title 18, Section 1013 (2024), expressing who had the power to “adopt, amend, or repeal” bylaws of a corporation.

Keri Aaver (California) reflected on a distinction between the two sets of NCDA Bylaws revisions provided to members. One set of revisions was sent in a “members only newsletter” prior to the conference for review and consideration. These were included in the Annual Meeting Report, and members have had time to review and consider them. The second set of revisions was handed out on paper at the beginning of this meeting. Keri reflected: “I haven’t had a chance to read this. I work hard to be educated on what I vote on. This is a red flag as a member. I need to process things a little longer.” Clarification was requested on the reason and process for the two separate submissions.

Dirk Matthews (Illinois) shared text from the Oklahoma General Incorporation Act, reviewing language that informed the motion to remove the discussion of the bylaws amendments from the agenda at this time, as follows:

“The original or other bylaws of a corporation may be adopted, amended or repealed by the incorporators, by the initial directors of a corporation other than a nonstock corporation or initial members of the governing body of a nonstock corporation if they were named in the certificate of incorporation, or, before a corporation other than a nonstock corporation has received any payment for any of its stock, by its board of directors. After a corporation other than a nonstock corporation has received any payment for any of its stock, except as otherwise provided in its certificate of incorporation, the power to adopt, amend or repeal bylaws shall be in the shareholders entitled to vote.

In the case of a nonstock corporation, the power to adopt, amend or repeal bylaws shall be in its governing body. Notwithstanding the foregoing, any corporation may, in its certificate of incorporation, confer the power to adopt, amend or repeal bylaws upon the directors or, in the case of a nonstock corporation, upon its members. The fact that such power has been so conferred upon the directors or members, as the case may be, shall not divest the shareholders or governing body of the power, nor limit their power to adopt, amend or repeal bylaws.”

Aaron Leson (Michigan) expressed confusion regarding how we find ourselves in the current legal predicament. How could the bylaws of the organization be in conflict with the Oklahoma General Corporation Act? How did we get approved if we were out of compliance? He expressed that there must be a way to amend the document to ensure that members have a strong voice.

Addison Sayre-Adona (Colorado) expressed appreciation for taking advantage of the timing of the annual meeting to discuss the bylaws when “everyone is present.” Rather than throwing out the discussion, perhaps we could focus on parts of it.

Brian Hutchison (Pennsylvania), as Parliamentarian, reminded us that the current motion was whether to discuss bylaws at all. If the motion was retained, we could then explore next steps.

Charles Lehman (New Mexico) reflected that, in his 30 years of membership, amendments have always been discussed and should continue to be.

Twyla Hough (Texas) requested several points of information:

- Who has the final say on the update of the bylaws? *Response: Members*
- How would removing this conversation benefit that vote?  
*Response: It would give us time to make certain our entire bylaws are aligned with Oklahoma state law; that we do not put ourselves in a position of risk, which could potentially harm our non-profit status.*
- So, the reason for tabling this discussion is to ensure that the bylaws can be aligned legally?  
*Response: Yes.*
- And then this discussion would happen at another time? *Response: Yes.*

Karol Taylor (Maryland) requested clarification regarding the standard way that NCDA Bylaws changes are made.

*Response: There are two ways to bring bylaws changes:*

- *Changes can be proposed at least 120 days before the annual meeting. These are submitted and vetted through the Board, then shared with membership at least 30 days in advance of the annual meeting. These changes require a 50% vote at the Annual Membership Meeting.*
- *Changes can be brought to the floor at the Annual Membership Meeting. These changes require a 2/3 vote.*

*Changes that pass during the annual membership meeting are then sent to the full membership for an eVote. These require a majority vote to pass.*

Spencer Niles (Virginia) expressed confusion regarding the question of legal compliance. He shared his understanding that the Oklahoma Secretary of State must review our bylaws annually, and therefore we must be in compliance. He again pointed to Oklahoma Statutes Title 18, Section 1013, expressing that this felt like a communication shutdown.

Chris LaFever (Florida) expressed interest in moving forward with the bylaws amendment process and discussion as our Annual Membership Meeting only occurs once per year. Today’s votes would be limited to moving the issue toward an electronic vote, so nothing is finalized. There is time.

Tina Peterman (Oregon) also expressed a desire to continuing with the vote today, citing discomfort with the legal advice received and an impression that “it could be sorted out after the fact.”

Deb Osborn (Florida) called the question.

Charles Lehman (New Mexico) provided a second.

**Motion to amend does not pass** (30 Yes, Many more No).

No more discussion on the agenda.

**Motion to approve the agenda passes.** (Majority Yes, 10 No)

### **State of the Association:**

Marty Apodaca highlighted accomplishments across NCDA this year, with highlights including:

- First, related to the association’s response to the federal executive orders, the Board of Directors, in collaboration with the Government Relationship Committee, is working on a process for a Pro Bono program for displaced federal workers.
- The Board also hosted two Town Hall Meetings to discuss the association’s direction considering the new administration’s orders.
- NCDA also added some new member services including a standardized assessment for the Certified Career Service Provider Credential. The new multiple-choice test allows NCDA to better address the growing need for credentialing services and easier translations into other languages.
- The Career Practitioner Supervision Training was updated and enhanced to support a newly renamed Certified Supervisor of Career Practitioners (CSCP). You will hear from the Credentialing Commission shortly with more information.
- An AI Task Force was formed and has developed new resources which are listed on the NCDA Website.
- The Counselor Educator Academy created a new video resource on connecting theory-to-practice which is available on the HUB. Melissa Venable, NCDA’s Director of Professional Development will share more during her report.
- Career Convergence, NCDA’s web magazine, is now available with audio capabilities for those who want to listen to an article instead of reading it.
- The international work continues as NCDA’s training and credentialing become more and more recognized for its gold standard of mastery. This work assures non-dues revenue which is being used to translate the training materials into other languages. Initial work has started on a Spanish translation.
- NCDA Governance was improved this year with the addition of a Finance Committee to better manage the cash flow coming in from the international work.
- NCDA also subscribed to a new federal legislative advocacy system so the Government Relations Committee can better advocate on a timely basis.

Please see the infographic outlining these accomplishments on the conference app.

### **Approval of 2024 Annual Meeting Minutes:**

Marty Apodaca requested approval of the 2024 Annual Meeting Minutes. He reminded attendees that these were available in the Annual Meeting Report, beginning on page 5.

**MOTION** was made by Windie Wilson (Tennessee) to approve the 2024 Annual Membership Meeting Minutes.

Seconded by Keri Aaver (California).

**Motion passes.** (All in favor, no opposing votes, no statement of abstention)

### **Revisiting Amending the Meeting Agenda:**

**MOTION** was made by David Reile (Tennessee) to amend the agenda to go immediately to the bylaws question.

Seconded by Mark Danaher (Connecticut).

#### **Discussion**

Keri Aaver (California) expressed feeling torn. She sensed a “big rush” for this discussion and requested time to think through the material. She asked if we could extend the meeting today if necessary?

LaCrish Rigg (Florida) called the question.

Rhonda Norman (Ohio) provided a second.

**Motion to amend does not pass** (112 yes – a 2/3 majority is needed for an amendment)

### **Membership Report:**

Marty Apodaca reviewed the Membership Report, which was provided on page 10 in the Annual Meeting Report. NCDA has a history of steady membership, and we hope in the future to actively grow each NCDA membership constituency group utilizing the strengths of the various trustees. We continue to be pleased with the number of Organizational Members. As of May, NCDA had a total of 131 organizations who hold Organizational Membership. Those represent businesses and institutions, both domestic and international collaborative organizations. We are very pleased to report that we have 6,356 members, which is nearly the highest number in the past two decades. As those numbers continue to rise, we hope it will bring us over 7,000 members in the future.

### **Treasurer’s Report:**

Melissa Wheeler, NCDA Treasurer, outlined the current state of NCDA’s financials for FY24 and shared insights on expectations for the year to come. The treasurer’s report was provided on pages 11 and 12 of the Annual Meeting Report.

NCDA’s has a healthy and steady financial standing. The reports presented today are directly from NCDA’s annual financial audit conducted at the end of NCDA’s fiscal year on September 30, 2024. The audit was conducted by Morse and Company Consultants and Certified Public Accountants, based in Oklahoma. These reports also include a comparison of the previous 2 years. As you can see, NCDA’s revenues reached the highest levels ever last fiscal year and are also looking strong for this year. On the Revenue side, we continue to secure training and credentialing contracts both domestically and internationally. For example, NCDA entered its second year of the FCD contract with King Saud University.

On the expense side, you will notice also that the FCD expenses for the contracts are also high, which accounts for the fees NCDA pays for the trainers supporting these contracts.

You will also notice that the conference revenues and expenses reached an all-time high last year. This year’s conference attendance is a bit smaller, as many of our international attendees experienced trouble and delays in securing their travel visas.

The net result is that NCDA achieved a \$755,282 gain last year. At the end of September, we were at \$2,013,073 in total assets. Looking forward, I am happy to report that NCDA's will likely continue with its financial success this next year, with the continuation of the training contracts. Many agencies and higher education institutions continue to seek NCDA's Facilitating Career Development Training and associated Credentials as they establish their country's career development systems. Page 12 outlines the Assets and Liabilities comparison over the past 2 years.

We have also established the NCDA Finance Committee to support the Boards' efforts in developing financial forecasting and resource allocation policies to provide sustainable financial resources aligning with NCDA's mission and strategic plan. This committee is finalizing a Financial Policies document to support the Board in forecasting financial revenues and expenses, allocating resources, and investing unplanned revenue and unrestricted surplus funds received during NCDA's fiscal year.

**MOTION** was made by Tina Peterman (Oregon) to approve the 2025 Treasurer's Report. Seconded by Seth Hayden (North Carolina).

**Discussion**

Mary Ellen Earnhardt (Montana) complemented the efforts of the NCDA Headquarters staff, under the leadership of Deneen Pennington, for the hard work that goes into supporting NCDA's continuous growth.

**Motion passes.** (All in favor, no opposing votes, no statement of abstention)

**Nominations and Elections:**

Past-President Carolyn Jones recognized the Nominations and Elections Committee for work during the past year. This group included Sharon Givens, Lakeisha Mathews, Rae Ann Stout, and Natalie Kauffman. The slate of candidates was presented, with biographies provided in the Annual Meeting Report (beginning on p.13). The general election will begin on July 1 and will continue through August 15, 2025.

The candidates:

President-Elect-Elect

- David Julius Ford, Jr.
- Diandra Prescott
- Courtney Warnsman

Treasurer

- Melissa Wheeler

Trustee for Private Practice, Agencies, and Business and Industry

- Amanda Chenkin
- Karol Taylor

Trustee At Large

- Mary Ellen Earnhardt
- Farkad Mahli
- Maha Fakhry Moussa

ACA Governing Council Representative

- Kathy Evans
- Seth Hayden

No additional nominations were received from the floor.

**MOTION** was made by Chris LaFever (Florida) to close nominations for the slate of candidates. Seconded by Melyssa Harrison (South Carolina)  
**Motion passes unanimously.** (All in favor, no opposing votes, no statement of abstention)

Each President-Elect-Elect candidate provided a 3-minute speech as an opportunity to outline their candidacies.

Marty Apodaca explained that a runoff election would narrow the field to no more than two candidates for each position. A link was included on the conference app for voting. Members had until midnight on Thursday, June 19, 2025 to cast their votes. Assistance could be found at the registration desk for those who had questions about voting. The final slate of candidates would be announced after the closing general session on June 20, 2025.

**MOTION made by Carrie Sanders (Virginia) to extend the meeting to 6PM**  
Seconded by Don Schutt (Wisconsin)

***Discussion***

Carrie Sanders (Virginia) stated that we had nearly reached the allotted meeting time of 5:30pm Eastern. Recognizing that much content remained, she requested an extension of the meeting time until 6:00pm Eastern.

David Reile (Tennessee) raised a ***Point of Order*** that we had “lost a number of people from the meeting,” acknowledging that a recount of the number of people in attendance would be prudent.

***The recount yielded 138 present at this time.***

A simple majority of the meeting quorum (197) would be needed for a decision to extend the meeting (99).

**Motion approved** (114 Yes)

**New Nominations and Elections Committee for 2025-2026:**

Marty Apodaca shared that the next item was to form a new Nominations and Elections Committee for next year. The NCDA policy states that the committee shall include the last three presidents, with immediate Past-President as Chair, plus two members nominated from the Annual Membership Meeting. A call was made for volunteers, and names were accepted in the order received in the chat.

The volunteers are Deb Osborn (Florida) and Lisa Severy (Colorado).

**Professional Development Opportunities (Melissa Venable)**

Melissa Venable shared that, in the interest of time, she would provide an update on professional development opportunities electronically to the full membership immediately following the conference.

**NCDA Credentialing Commission (Monique Johnson and Charlie Raphael)**

Monique Johnson shared NCDA’s excitement at our numerous achievements in the credentialing space, including:

- Continuing to update, develop, and maintain our competency-based standards.
- Increased certifications in the past year, including: 2,026 CCSP, 35 CCC, 15 CCSP, 43 CMCS, and 22 CSCDA. This brings us to a total of 5,969 credential holders.
- Attended conferences to market credentials, including the American Counseling Association, the American School Counselor Association, and the National Association of Workforce Development Professionals
- Launched the CCSP multiple choice exam, with more than 300 administrations completed and a 94% pass rate. We are still offering both the essay and multiple-choice exam options for this credential.
- Credentialing is continuously growing internationally, with engagement from Columbia, Egypt, Greece, India, and Saudi Arabia.

### **NCDA Training and Education Council (Pam Ehlers)**

Pam Ehlers shared the hard work of NCDA’s Training and Education Council (TEC), reflecting on the following achievements from this year:

- New module creation for the Facilitating Career Development (FCD) curriculum is under way, working on the topic of “Overcoming Employment Challenges”. The TEC team is working with authors now.
- 2026 FCD curriculum updates are also started with a review of potential content additions (e.g., AI)
- A new supervision curriculum is also in development.

### **Bylaws Subcommittee Work / Changes to Bylaws (Marty)**

This year, the Bylaws Subcommittee worked tirelessly to prepare the amendments to the Bylaws. Some of the changes are strictly cleaning and updating language based on the work of the association today. Others are a result of changes at the American Counseling Association of which NCDA is a division. Carolyn Jones, chair of the sub-committee had planned to present the amendments, as provided on page 25 of the Annual Membership Meeting Report.

The NCDA Board recommended the following amendments to the Bylaws. You may see, on page 37, we have included Rationale, as summarized below:

#### ***Rationale for Changes***

##### **Membership Categories**

**Article II, Section 2, F. Membership Descriptions. New Professional Members.** ACA has changed its New Professional Category of Membership to allow two years, as opposed for just one. This is a retention strategy. To remain compliant with ACA, members in their first two years of employment, or anyone new to NCDA, may sign up for this category for a limit of two years.

##### **State Divisions**

**Article IV, Section 1 Addition of F. Establishment of State Divisions.** State Divisions are often confused with who grants their charter. NCDA has the authority to grant charters and not the State Counseling Associations. Section F was added for clarity.

**Article IV, Section 2, A, (1) and (2) Autonomy of State Divisions.** Based on the feedback from NCDA’s state divisions, the board is advocating that only the Presidents of the divisions should be required to become voting members of NCDA. It appears to be a financial hardship for all state officers to pay for NCDA membership dues also. In (2), if a state division has someone other than the

President serving as the representative on their state counseling association board, it is recommended that they too hold NCDA membership.

**Article IV, Section 2, B Autonomy of State Divisions.** This change allows the state division to decide whether to collect their dues directly, or work with their state counseling association to collect their dues.

**Article IV, Section 5 B. Revocation of Charter.** The new words were added for clarity.

### **Nominations and Elections**

**Article V, Section 1, A. (3) Nominations.** The Nominations and Elections Committee now uses a sophisticated system of rubrics to evaluate potential candidates. For this reason, nominations from the floor will no longer be permitted. All candidates should be subject to the same vetting process.

**Article V, Section 1 B. (1) Special Requirements.** The requirements for the Treasurer were updated to reflect the current financial status of the association.

**Article V, Section 5, B. (2). Special Requirements (and throughout the document)** The addition of “Advisory Board Representative” was added to all ACA Governing Council Representative references throughout the bylaws. The change reflects the upcoming ACA governance changes. (Governing Council members will be moved to the Advisory Board.)

### **NCDA Board of Directors**

**Article VI, Section 1, C. Officers and Trustees.** The titles of NCDA’s 6 trustee positions are now listed for clarify. No other change to those roles is recommended. The word “constituency” has become the norm when talking about the various trustees who represent each group.

**Article VI, Section 3, F. Functions of the Board of Directors.** The responsibilities of the Treasurer were added to reflect the current role.

### **Committees, Councils, and Other Working Groups**

**Article IX, Section 6, B Credentialing Commission.** The role and title of the Director of the Credentialing Commission was added for clarity. That role will become non-voting to stay consistent with the non-voting role of other staff positions on NCDA’s Boards, Councils, and Commissions.

**Article IX, Section 6, D Current Credentials.** The titles of the Credentials have been updated reflecting the current operation. The Certified Career Counselor Educator has been retired, and the title of Certified Supervisor of Career Practitioners has been updated to better reflect the role and work on those holding that credential.

### **Publications**

**Article X, Section 2. Distribution.** This section was updated to match the current digital distribution operations.

**MOTION** made by Janet Wall (Virginia) to approve the slate of bylaws amendments as presented by the bylaws subcommittee

Seconded by Karol Taylor (Maryland)

## ***Discussion***

**MOTION** made by Rebeka Moore (Tennessee) to table the approval of amendments until the members are made aware of the articles of compliance from the State of Oklahoma, a lawyer for that is consulted, a Zoom-based discussion, and a digital vote is held.

Seconded by Kelly Pierce (North Dakota)

**Motion fails** (44 Yes)

**MOTION** to amend is made by Elle O’Flaherty (DC) to strike the proposed amendment to article 5, section 1, subsection a3.

Seconded by Spencer Niles (Virginia)

### ***Discussion***

Elle O’Flaherty (DC) expressed concerns that the changes to article 5, section 1, subsection a3 remove the ability to nominate people from the floor. She expressed that she valued keeping this option in and preferred retaining the original language for this item.

**Motion passes** (87 Yes)<sup>1</sup>

**MOTION** made by Robin Schlinger (Georgia) to adjourn.

Seconded by Marquise McGriff (Florida)

### ***Discussion***

Robin Schlinger (Georgia), recognizing that the meeting time had extended the 6:00PM requested time, submitted this motion to adjourn.

**Motion does not pass** (54 Yes)

**Point of Order** called by Marty Apodaca (New Mexico) indicating the number of people leaving the room at this time. A recount of the number of people in attendance was needed.

### ***The recount yielded 103 participants present at this time.***

This recount number is below the threshold for a two-thirds majority of quorum (132), and very near the majority vote for quorum (99). Following Robert’s Rules of Order, and to most appropriately represent the broad voice of membership, we must acknowledge that ***a quorum is no longer present in this meeting.*** As such, it is “[not] permissible to transact substantive business in the absence of a quorum” in terms of motions or votes. However, the meeting may continue with informal discussion until participants formally adjourn or recess. The remaining notes track continued discussion to recognize all participants’ input and voices.

**VOTE regarding the motion to “approve the slate of bylaws with amendment to article 5, section 1, section 3a (as described above)” could not be appropriately concluded due to loss of quorum.** This will need to be revisited in a future meeting.

## **Discussion of Bylaws Amendment Proposed from the Floor<sup>2</sup>**

David Reile (Tennessee) introduced a Bylaws amendment, Article VI – Section 4, that was being proposed from the floor. It was provided to attendees of the annual membership meeting in a two-page paper printout (available in Appendix A). He expressed that the amendment was presented for purposes of governance and accountability. There was no intent of current perception of need. But, that there was recognition that seven members of the Board could steer the organization in a questionable direction, and that this amendment would give membership a process to address concerns.

Sarah JanTausch (Ohio) requested more information. What is the purpose of the amendment? Have we had an ethics complaint before? What is the role and scope of the Ethics Committee?

Conquaya James (Georgia) provided an overview of the NCDA Ethics Committee from her perspective as Co-Chair. She discussed the NCDA Code of Ethics, responses to ethical inquiries, writing, podcasting, presentations, etc.

Rae Stout (Colorado) stated concern regarding how this amendment is presented. While it is expressed as a concern that seven members of the Board may steer the organization in a questionable direction, the amendment is also limited to a minimum of seven members of the Ethics Committee. The Ethics Committee is a volunteer committee – not elected. Anyone can join, and that is 0.001% of our membership. We have an average of 120 – 150 members at this annual membership meeting – but, in this moment we have less than 100 in attendance. She expresses that she wants ethics and due process, but she wants an approach that is more indicative of our membership. This approach currently proposed trades one group of seven people for another group of seven people – and it is a new group of seven people that have not received membership vote.

Amanda Chenkin (Maryland) also questioned the amendment, expressing that “upon the letter from the Ethics Committee, the Brain Trust gets to decide. We are further reducing power of full membership; giving up representation.”

Chris LaFever (Florida) suggested a change to item 11 in the proposed amendment which could increase member representation and voice in the process. He expressed his support for accountability, while not wanting to take power away from the membership. His edits were as follows:

11) If the Trust recommends removing an NCDA President (defined as the current President, President Elect, President Elect Elect, or Immediate Past President) or disbanding the entire NCDA Board, the Trust must send a summary of their findings to membership and request a vote ratifying the removal or disbanding with a simple majority of 51% required to ratify the removal or disbanding. If the vote removes the NCDA President or disbands the board, the Trust must select an interim president from within the Trust to serve until the next NCDA conference and membership meeting. Additional interim officers may be appointed from within the Trust or from within NCDA membership at large until the next NCDA conference and membership meeting.

Dirk Matthews (Illinois) offered clarification that the Brain Trust is an advisory group for the association, rather than an active and recognized NCDA Committee.

Conquaya James (Georgia) offered clarification that the NCDA Ethics Committee currently has 30 members. They are a voluntary group, and many have been members of the committee for a long time.

Amanda Chenkin (Maryland) expressed that the amendment points out that only seven of the Ethics Committee members and the Brain Trust get the decision-making power.

Karol Taylor (Maryland) asked for clarification – does this amendment usurp the authority of the Ethics Committee? She expressed that it seems to be dictated by a small group that has not been voted in. It does not feel comfortable as written.

Keri Aaver (California) expressed that she does not know who is on the Brain Trust. It is not posted on the website. She can see in the small print on the bottom of the handout that current and active members of the Brain Trust will be defined as those who have become members in the past 15 years or have attended a meeting at least once in the past two years. But, who are they and how engaged are they?

Mary Ellen Earnhardt (Montana) expressed that, as a Native American and Hispanic, she understands and embraces the value of our elders – their experience and knowledge. We need to recognize it and value what they bring.

Keri Aaver (California) shared that it is key to have the Brain Trust. We're not questioning that. The issue is more of how involved they are in current operations to have so much say in something like this.

**Point of Order** called by Marty Apodaca (New Mexico), recognizing the decreasing numbers in attendance. A recount of the number of people in was needed.

***The recount yielded 84 participants present at this time*** – less than half of the original number engaged.

**MOTION** was made by David Ford (NJ) to adjourn.

Seconded by Janet Wall (VA).

**Motion passes.** (All in favor, no opposing votes, no statement of abstention)

**The Annual Meeting adjourned at 6:50 PM ET.**

### **Procedural Challenge After the Meeting:**

The interpretation of quorum presented on page 1 in the minutes by the Board was challenged by a few members, herein referred to as the Concerned Members Group, after the meeting who interpret the quorum definition differently.

### ***Terminology Interpretation Disagreements:***

The Board's understanding has been expressed as follows:

According to the 2024-2025 NCDA Policies and Procedures Manual, "*a quorum at the Annual Meeting shall be the number of members in good standing in attendance*" (p. 13).

Additionally, the 2024-2025 NCDA Policies and Procedures Manual states that the "*official guide for all meetings shall be the revised Roberts' Rules of Order*" (p. 13). According to Roberts' Rules of Order, once a quorum number at a meeting has been established, the number itself does not change during the meeting. "*Once a quorum at a meeting has been established, the continued presence of a quorum is presumed to exist only until a chair or any other member alerts the assembly that a quorum is no longer present*" (<https://robertsrules.com/frequently-asked-questions/>). The individual noticing the apparent absence of quorum can raise a *Point of Order*, at which point a recount of members participating should be made.

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The Concerned Members Group expresses their understanding of quorum in reference to the 2018 NCDA Bylaws as follows:

#### ARTICLE VIII

##### *ANNUAL MEETING*

Section 2. Quorum. The members present at the Annual Meeting shall constitute a quorum.

#### ARTICLE XIII

##### *RULES OF ORDER*

Section 1. Rules of Order. Robert's Rules of Order, as from time to time revised, shall govern the proceedings of NCDA, unless otherwise specified in these Bylaws.

Article VIII, Section 2. Clearly defines quorum as the members present. It does not say, at the “start of the meeting” nor does it give any other qualifiers. It plainly and unambiguously states “members present... shall constitute a quorum.”

Thus, Article XIII Section 1. provides the “exception” for using the common interpretation of Robert’s Rules of Order. Article VIII, Section 2 is clearly a deviation from Robert’s Rules of Order and constitutes something “otherwise specified in these Bylaws.” Additionally, since Article VIII, Section 2. precedes Article XIII Section 1., it should be read as having precedence and thus provides the clear exception as stated.

After the meeting, conversations continued and interpretation of the legal compliance was challenged. The Concerned Members Group enlisted the support of an Oklahoma based attorney who continues to liaison with this group and the Board to clarify compliance issues. In addition, the Organizational Consultant also is recommending future changes to the governance documents. Because that work is still in progress, the Board will address and communicate to the members once this research is interpretation challenges are resolved.

***Acknowledging Meeting Discussions:***

The Concerned Members Group requests that the minutes acknowledge: "At last year's membership meeting the Concerned Members Group introduced a bylaws amendment, bringing it to the floor at the meeting, that would allow the membership to vote to remove a board member after a multistage process. An amended version of the proposed amendment was approved following a lengthy debate. The Board is stating in these minutes that their subsequent research in Roberts Rules of Order made that vote invalid because a quorum no longer existed because more than half of the attending members left the meeting. Further research of Roberts Rules of Order and in consultation with an attorney specializing in nonprofit organizations determined that that quorum interpretation by the Board was incorrect and that a proper quorum did in fact exist. That means that the vote last year was valid and needs to be either accepted or the process be started over. However, in the interests of facilitating remaining business at this meeting and the general interests of NCDA we are requesting that neither option be adopted as long as this statement is entered into the minutes."

Per the Board, any vote on bylaws during this meeting was invalid because of the compliance discussed on page 2.

***Moving Forward Together:***

Due to the circumstances surrounding the matter and the ongoing differences in interpretation, the Board and the Concerned Members Group have agreed that all motions, votes, and discussions related to the proposed bylaw amendments are null and void. The standard process for submitting bylaw amendments approved at the Annual Membership Meeting to the full membership for consideration was not completed.

The Board intends to continue review and research and, at a future meeting, present a new set of proposed bylaw amendments that address the future direction of the association and comply with applicable Oklahoma law.

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## Endnotes

- 1 Note that the motion to amend article 5, section 1, subsection a3 of the slate of bylaws amendments as presented by the Bylaws Subcommittee was called as “motion passes” during the meeting, with 87 “yes” votes. This vote was called “pass” in error, referencing 87 as a majority of the recounted meeting participation of 137 members (therefore more than 69). However, it should have been compared to meeting quorum (197), needing 99 votes.

These meeting notes represent the actions of the meeting, while footnoting the error. As participation fell below the voting participant threshold before the full slate of bylaws amendments could be concluded, a reconsideration of these items is required. The membership expression of desired edits to this item will be taken into account before bringing this back to discussion and vote.

- 2 Confusion regarding quorum and Roberts Rules of Order during the meeting lead to continued discussion using motions and voting in regards to the bylaws amendment brought from the floor. Further consultation revealed that this should have been explored as informal discussion due to the loss of voting participation engagement.

As such, all discussion has been documented and maintained in the meeting minutes to be taken into account for future bylaws revisions before they are brought back to membership for discussion and vote. They are documented here so that all membership concerns and ideas may be carried forward for consideration.

## Appendix A. Original Bylaws Change Proposal from the Floor

Amendment to Article VI, Section 4 of the Bylaws

Sanction and Removal from Office.

Should the NCDA Board (*hereinafter referred to as Board*), in the opinion of a member of the National Career Development Association (*hereinafter referred to as Association*) fail to sanction or remove from office a member (or members) of the Board for engaging in conduct prejudicial to the best interest of the Association or for repeated failure to perform the duties and responsibilities of a Board Member (as outlined in the Policy & Procedures manual) or should the Board in whole or in part engage in conduct prejudicial to the best interest of the Association or repeatedly fail to perform the duties and responsibilities of the Board, the following steps may be taken:

- 1) Five or more members of the Association must file a formal complaint against the Board (or any of its members) with the Ethics Committee Chair/Co-Chairs (those who are current at the time of notification).
- 2) The Ethics Committee will consist of a minimum of seven members and must not add new members once a complaint has been filed against the Board or any of its members, unless the Committee falls below a minimum of seven members.
- 3) Should the Ethics Committee have fewer than seven members at the time of notification of a complaint against the Board or any of its members or at any time during an investigation and disposition of such a complaint, new members may be added provided they can demonstrate:
  - a. that no conflict of interest exists with themselves and the involved parties and
  - b. the ability to remain impartial during the course of the investigation and disposition of actions taken against the Board or any of its members.
- 4) If the Ethics Committee Chair and/or Co-Chair must recuse themselves for any reason, a new Chair will be selected from among the remaining members of the Ethics Committee by the members of the Ethics Committee.
- 5) The Ethics Committee Chair and Co-Chair (if applicable) will notify Ethics Committee members of the complaint and conduct an investigation. Such an investigation will include, but not necessarily be limited to:
  - a. Requiring a detailed written complaint signed by five or more members of the Association;
  - b. Providing the Board with a copy of the complaint and requiring a written response from the Board within 10 calendar days;
  - c. Convening a meeting of the Ethics Committee within five calendar days to meet and discuss the merit of taking further action based upon the complaint and the response;
  - d. Should the Ethics Committee believe that further action is required (up to and including removing one or more Board members or disbanding the entire Board), a minimum of 75% of the Committee must be present at an in-person and/or online meeting (held within five calendar days) in order to

- take action/make a recommendation for further action. A simple majority (51%) vote of those in attendance will be needed to move forward;
- e. If the Ethics Committee recommends further action, a letter will be sent to a dedicated Brain Trust committee documenting the complaint, the response from the Board, and any actions recommended by the Ethics Committee.
  - 6) Upon receipt of the letter from Ethics Committee, the Brain Trust\*\* committee (hereinafter referred to as Trust) will select a temporary Chair/Co-Chair.
  - 7) The Chair/Co-Chair will convene a meeting (in-person and/or online) of the Trust within 10 calendar days to review and discuss the complaint and potential actions.
  - 8) A minimum of 60% of current/active\* members of the Trust must be in attendance with a simple majority (51%) vote of those in attendance required to take any action, including removing a member (or members) of the NCDA Board or disbanding the entire NCDA Board.
  - 9) Sanction or removal of any Board member or the disbanding of the entire Board will be effective immediately upon an affirmative vote.
  - 10) If the Trust recommends the removal of a member (or members) of the NCDA Board, Article VI, NCDA Board of Directors, Section 2 Terms of Office (G) will apply.
  - 11) If the Trust recommends removing an NCDA President (defined as the current President, President Elect, President Elect Elect, or Immediate Past President) or disbanding the entire NCDA Board, the Trust must select an interim president from within the Trust to serve until the next NCDA conference and membership meeting. Additional interim officers may be appointed from within the Trust or from within NCDA membership at large until the next NCDA conference and membership meeting.
  - 12) The interim president may not seek election to any Board position at the next NCDA conference and membership meeting.
  - 13) Any NCDA Board member who has been removed from office will have their membership in the Association immediately revoked and may not seek reinstatement for five years.
  - 14) The decision of the Trust will be considered final.

*\* Current/active members of the Brain Trust will be defined for this purpose as those who became members of the Trust within the previous 15 years or those who have attended meetings of the Trust at least once within the past two years.*

*\*\* The Trust consists of NCDA members who are past presidents, Fellows, and winners of the Association's Eminent Career Award.*