National Chimney Sweep Guild
Board of Directors Meeting
November 7, 2012
Online and via Teleconference

President Walker called the meeting of the National Chimney Sweep Guild Board of Directors to order at 9:06 am Eastern.

**Directors Present:** Jeremy Biswell, Bob Ferrari, Bob Fleer, Ken Hoelscher, Fred Joy, Phil Mitchell, Mark Maynard, Diane Pilger, Edmund Poplawski, Jay Walker and Randy Brooks (ex-officio)

**Directors Absent:** Dennis Dobbs

**Staff Present:**  Mark McSweeney, Melissa Heeke, Ashley Eldridge, Candice Bradbury and Art Garrett

**A motion was made** by Ken Hoelscher and seconded by Bob Fleer to approve the minutes of the August 2012 meeting. Voting in favor: All in favor. Motion carries.

[**President’s Report**](http://www.ncsg.org/external/wcpages/wcmedia/documents/1112_Prez_NCSG.pdf)**:**  Submitted by Jay Walker. He added that the NBC Today show segment on chimney sweeping showed mixed results for the industry, but he believes that overall it was beneficial.

**Treasurer’s Report:** Presented by Mark Maynard.

**A motion was made** by Edmund Poplawski and seconded by Phil Mitchell to accept the Treasurer’s Report as presented. Voting in favor: All in favor. Motion carries.

[**Executive Director’s Report**](http://www.ncsg.org/external/wcpages/wcmedia/documents/1112_ED_NCSG.pdf)**:** Submitted by Mark McSweeney. A discussion was held regarding security coverage for the upcoming trade show. Jay Walker added his thoughts about the recent ESCHFOE conference.

**Legal Report:** Submitted by Art Garrett. He added that he has just completed the regularly-scheduled legal audit.

**A motion was made** by Mark Maynard and seconded by Diane Pilger to accept [the consent agenda](http://www.ncsg.org/external/wcpages/wcmedia/documents/1112_ConsentAgenda_NCSG.pdf) as presented. Voting in favor: All in favor. Motion carries.

[**Committee Reports**](http://www.ncsg.org/external/wcpages/wcwebcontent/webcontentpage.aspx?contentid=1105)

**- Governance Report:** Submitted by Randy Brooks. A discussion was held regarding officer intentions for the upcoming year.

-       **Bylaws Report:** Submitted by Diane Pilger. A discussion was held regarding the proposed bylaws amendments.

-       **Site Selection Report:** Submitted by Ginny Heagney and presented by Diane Pilger.

-       **Marketing Task Force Report:** Submitted by Rob Lindemann and presented by Melissa Heeke.

-       **Government Affairs Report:** Submitted by Phil Mitchell.

-       **NFPA 31Report:** Submitted by John Pilger.

**Old Business**

-       None submitted to date.

**New Business**

-       Bylaws Amendment Proposal

**A motion was made** by Phil Mitchell and seconded by Edmund Poplawski to propose the following bylaws amendment to the membership:

 1.        Section 1 of Article V of the Bylaws is hereby deleted in its entirety and inserted in lieu thereof is the following:

Section 1.         Authority and Composition.    (a)        The Board of Directors shall formulate the policies of the Guild and shall in general oversee the affairs of the Guild.

(b)        The Board shall consist of eleven (11) members as follows: (i) six (6) “Region Directors” consisting of a representative from each of the six (6) regions established by the Board of Directors, and (ii) five (5) “at-large Directors” consisting of (A) two (2) representatives elected from among the qualified Voting Members of the Guild, (B) one (1) elected from among the qualified Associate Members of the Guild, and (C) two (2) nominated by the Governance Committee and confirmed by the Board of Directors from the general membership of the Guild (hereinafter denoted by the abbreviation “NC”).

            (c)        The Directors shall be divided further into two (2) classes designated as “Term 1 Directors” or “Term 2 Directors.”  The number of Term 1 Directors shall be six (6) and shall consist of three (3) Region Directors and three (3) at-large Directors.  The number of Term 2 Directors shall be five (5) and shall consist of three (3) Region Directors and two (2) at-large Directors.

            (d)        The immediate past president shall serve in an *ex officio* capacity on the Board unless his or her term as a Director has not expired (in which case he or she shall continue to have all the rights and privileges afforded Directors as part of Board membership for the remainder of his or her term).

(e)        In limitation of Article V, Sections 1(b) and 1(c) above, in the event that the Governance Committee is unable to locate a Director candidate from one or more of the regions to serve as a Region Director, (i) an additional at-large Director may be substituted for each of the unfilled regional positions, and (ii) such additional at-large Director s shall be deemed “Region Directors” solely for the purpose of dividing Directors between Term 1 Directors and Term 2 Directors.

(f)        Not more than one (1) representative of any company may serve on the Board of Directors at one time, regardless of the company’s having membership in more than one membership category

2.         Section 3(d) of Article V of the Bylaws is hereby deleted in its entirety and inserted in lieu thereof is the following:

(d)        Term.   (i)         The term of each Director shall be a two (2) year term, and each Director may serve no more than four (4) consecutive full terms, but may be re-elected following the intervention of one (1) year.

(ii)        A Term 1 Director’s (including those Term 1 Directors identified in Section 3(d)(iii), below) term shall expire at the annual meeting occurring in the next odd numbered calendar year following election.  A Term 2 Director’s (including those Term 2 Directors identified in Section 3(d)(iii), below) term shall expire at the annual meeting occurring in the next even numbered calendar year following election.

(iii)             Term 1 Directors shall be those filling the following six (6) seats:  Region 1, Region 3, Region 5, at-large 1, NC at-large 1 and at-large Associate Member (Supplier) and the Term 2 Directors shall be those filling the following five (5) seats:  Region 2, Region 4, Region 6, at-large 2 and NC at-large 2.

3.         Section 12 of Article V of the Bylaws is hereby deleted in its entirety and inserted in lieu thereof is the following

Special One (1) Year Term.  With respect only to the “Region 1” Director and the “At-Large 1” Director, Section 3(d)(ii) of this Article V shall only become effective upon the earlier of the adjournment of, or the seating of the new Directors at, the NCSG Board Meeting immediately preceding the NCSG’s 2015 Annual Meeting.  The “Region 1” Director and the “At-Large 1” Director terms shall be for only one (1) year commencing upon the earlier of the adjournment of, or the seating of the new Directors at, the NCSG Board Meeting immediately preceding the NCSG’s 2014 Annual Meeting and such term shall expire upon the earlier of the adjournment of, or the seating of the new Directors at, the NCSG Board Meeting immediately preceding the NCSG’s 2015 Annual Meeting.

4.         Section 1 of Article VI of the Bylaws is hereby amended by deleting the last sentence in its entirety and inserting the following in lieu thereof:

All Officers must concurrently be Directors of the Guild, provided, however, that the Director elected from among the qualified Associate Members of the Guild shall not be eligible to serve as an Officer.

5.         This Amendment is hereby made supplemental to and a part of the Bylaws and, except as expressly amended by this Amendment, the Bylaws are in all respects ratified and confirmed and all terms, conditions and provisions thereof shall remain in full force and effect.

Voting in favor: All in favor. Motion carries.

**-        Officer Intentions for 2013‐2014***The following have expressed their intention to run for officer positions for the 2013-2014 term:*

*President - Diane Pilger
Vice President – Jeremy Biswell*
*Secretary – Fred Joy*
*Treasurer - TBD*

**-       Annual Planning Meeting Dates –** May 6-8, 2013 at the CSIA Technology Center

**-       Next meeting:** Chateau on the Lake – Branson, MO (NCSG Convention), April 3, 2013, 1:00pm‐3:00pm

A discussion was held regarding public perception of the industry and NCSG members.
A discussion was held regarding masonry materials for the convention.
A motion was made by Phil Mitchell and seconded by Diane Pilger to adjourn the meeting. Voting in favor: All in favor. Motion carries.
The meeting was adjourned at 10:44 am.