



Call-in Information:
Free Conference Line Number: (1) 605-475-5900
Access Code: 472-2615

Board Meeting Agenda

Wednesday, August 30, 2017

12 noon – 1:00 PM CT Board Meeting

<u>NRC Board of Directors Meeting</u>	Room:	Minnehaha
12:00 1.	Welcome / Introductions / Roll Call	Chair Freeman
12:10 2.	Installation of new Board Members	Chair Freeman
<i>Directors shall assume their duties at the first meeting of the Board of Directors scheduled after the annual meeting of members at which they are elected. (NRC By-Laws, Last Amended September 2014)</i>		
12:15 3.	Discussion of Officer Roles	President Gedert
12:25 4.	Nominations and Election of Officers (<i>Board action requested</i>)	Chair Freeman
	Chair	
	President	
	Vice Presidents (up to 5)	
	Secretary	
	Treasurer	
12:45 5.	Discussion of Future Meeting Dates (<i>Board action requested</i>)	Chair Freeman
12:50 6.	NRC Executive Director	ED Griek
1:00 7.	Adjournment	Chair Freeman

NRC By-Laws, Last Amended September 2014

ARTICLE IV Officers

Section 4.01 Number of Officers and Qualifications. The officers of the Corporation shall be a Chairperson of the Board, a President, one or more Vice Presidents, a Secretary and a Treasurer and subordinate officers as may be appointed from time to time in accordance with the provisions of section 4.03 hereof. Any person may hold any two offices of the Corporation except those of President and Secretary. No person may hold more than two offices. No instrument required to be signed by more than one officer shall be signed by the same individual service in more than one capacity. All officers must be a Director and member of the Corporation.

Section 4.02 Election and Term of Office. The officers, except such officers as may be appointed in accordance with the provisions of Section 4.03 hereof, shall be elected by the Board of Directors as provided for in Section 3.13 hereof. Each elected officer shall continue in office until the close of the

election of officers held after the election of such officer and until a successor shall have been elected and shall have qualified, or until the death, resignation or removal of such officer.

Section 4.03 Subordinate Officers. The Board of Directors from time to time may appoint such other officers or agents as it may deem advisable and may prescribe their respective titles, terms of office, authorities and duties.

Section 4.04 Resignations. Any officer may resign at any time by delivering a written resignation to the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Such resignation shall take effect upon the later of the Corporation's receipt of written notice thereof (or, if required, its acceptance thereof) or such subsequent date as may be set forth in such notice.

Section 4.05 Removal. Any officer or agent may be removed at any time either for or without cause by the vote of a two-thirds majority of the Directors then in office at any regular or special meeting of the Board of Directors.

Section 4.06 Vacancies. Any vacancy in any office shall be filled for the unexpired portion of the term by the Board of Directors.

Section 4.07 General Powers and Duties. The officers of the Corporation shall have such powers and duties, except as may be modified by the Board of Directors, as generally pertain to their respective offices as well as such powers and duties as from time to time may be determined by the Board of Directors.

Section 4.08 The President. The President shall be the highest-ranking officer of the Corporation and shall be responsible for carrying out the policies and fulfilling the purposes of the Corporation, subject, however, to the control of the Board of Directors. The President shall have the authority to appoint the chairpersons of the Committees and any ad-hoc committees and task forces of the Corporation, except those that are subcommittees of such committees.

Section 4.10 The Vice Presidents. The Corporation shall be served by one or more Vice Presidents elected as officers by the Board of Directors. Each such elected Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate to him or to her. At the request of the President, any Vice President may, in the case of the President's absence or inability to act, temporarily act in his or her place. In the case of the death of the President, or in the case of his or her absence or inability to act without having designated a Vice President to act temporarily in his or her place, the Vice President or Vice Presidents to perform the duties of the President may be designated by the Board of Directors.

Section 4.11 The Secretary. The Secretary shall keep, or cause to be kept, in books provided for the purpose the minutes of the meetings of the members and of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these By-Laws and as required by law; shall be custodian of the records and of the seal of the Corporation (and shall see that the seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly required); and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him or to her by the Board of Directors or by the President.

Section 4.12 The Treasurer. The Treasurer shall be designated the chairperson of the Finance Committee if one is formed; shall be the financial officer of the Corporation; and shall have charge and custody of, and be responsible for, all funds from any source whatsoever. Generally, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned to him or to her by the President or Finance Committee and approved by the Board of Directors, except for those which the

Board of Directors has delegated to the staff. The Treasurer shall render to the Board of Directors, whenever the same shall be required, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 4.13 Executive Director. The Board shall appoint an Executive Director, by vote of at least two-thirds of the directors present at the time of the vote, if a quorum is present, to serve at the pleasure of the Board as the Chief Executive Officer of the Corporation, to manage the day-to-day operations of the Corporation and to perform such other duties as the Board may from time to time direct. In times, when an Executive Director has not been appointed by the Board, or when the Executive Director is unable to perform the duties, the President shall serve as the CEO of the Corporation. The Executive Director shall receive such reasonable compensation as may from time to time be recommended by the Compensation Committee and approved by the Board .