



NATIONAL ASSOCIATION
OF PARLIAMENTARIANS®

Bylaws

September 2017

**BYLAWS
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1 NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

2 BYLAWS

3 ARTICLE I
4 NAME

5 The name of this organization shall be NATIONAL ASSOCIATION OF PARLIAMENTARIANS®.

6 ARTICLE II
7 OBJECT

8 The object and purpose of this corporation shall be as stated in the articles of incorporation.

9 ARTICLE III
10 MEMBERS

11 **Section 1. Classification.** The NATIONAL ASSOCIATION OF PARLIAMENTARIANS® (hereinafter
12 referred to as NAP) shall have the following membership classifications:

13 **A. Members**

- 14 **1. Regular.** To qualify for regular membership, an individual shall demonstrate a basic
15 knowledge of the fundamentals of parliamentary law and its application by achieving a
16 required grade on an examination developed by the membership examiners committee.
17 Membership shall become effective when dues are posted to the NAP database.
- 18 **2. Honorary.** To qualify for honorary membership, an individual shall be a nonmember who
19 has given exceptional service to NAP or who has added distinction to the parliamentary
20 profession. An individual shall be granted honorary membership by a two-thirds vote of
21 the convention upon recommendation by the NAP Board of Directors. Honorary members
22 shall not pay dues, shall receive a complimentary subscription to the *National*
23 *Parliamentarian*®, and shall have none of the other obligations, rights, and privileges of
24 membership. Honorary members shall retain their honorary membership status upon
25 joining a dues-paying classification of membership. Upon joining a dues-paying
26 classification, the member shall have all the obligations, rights, and privileges of that
27 classification.

28 **B. Credentialed Members.** The following members are authorized by NAP to market
29 themselves as credentialed parliamentarians.

- 30 *[1. Registered Parliamentarian (RP®).*
 - 31 *a) To qualify for registered membership and use of the title “Registered*
 - 32 *Parliamentarian” (RP®), a regular member shall achieve a required grade on an*
 - 33 *examination developed by the membership and registration examiners committee.*
 - 34 *b) To retain registered membership, the RP® shall successfully complete within each*
 - 35 *six-year period continuing education units (CEUs) as provided in the policies of*
 - 36 *NAP. The CEUs shall be authorized by and administered under the direction of the*
 - 37 *professional development committee.*
- 38 *2. Professional Registered Parliamentarian (PRP®).*
 - 39 *a) To qualify for professional registered membership and the use of the title*
 - 40 *“Professional Registered Parliamentarian” (PRP®), a registered member shall*

41 *successfully complete a professional qualifying course covering advanced material*
42 *prepared by and administered under the direction of the professional development*
43 *committee.*

- 44 b) *To retain professional registered membership, a PRP® shall successfully complete*
45 *within each six-year period a professional recertification course prepared by and*
46 *administered under the direction of the professional development committee and such*
47 *other continuing education and professional service requirements as the NAP Board*
48 *of Directors, after consultation with the professional development committee, may*
49 *establish. Authors of the current edition of Robert's Rules of Order Newly Revised*
50 *shall by that fact be deemed to qualify for and retain professional registered*
51 *membership provided they pay the dues required for that classification.*
- 52 c) *Any member who does not successfully complete an examination or course required*
53 *for this class of membership shall be entitled to file a written appeal in accordance*
54 *with rules established by the NAP Board of Directors.]*

55 **1. Registered Parliamentarian (RP®).**

- 56 a) To qualify for registered membership and use of the title “Registered
57 Parliamentarian” (RP®), a regular member shall successfully complete such
58 requirements as designated by the Commission on Credentialing.
- 59 b) To retain registered membership, the RP® shall successfully complete such
60 requirements as designated by the Commission on Credentialing within each six-
61 year period.

62 **2. Professional Registered Parliamentarian (PRP®).**

- 63 a) To qualify for professional registered membership and the use of the title
64 “Professional Registered Parliamentarian” (PRP®), a registered member shall
65 successfully complete such requirements as designated by the Commission on
66 Credentialing.
- 67 b) To retain professional registered membership, a PRP® shall successfully complete such
68 requirements as designated by the Commission on Credentialing. Authors of the current
69 edition of Robert's Rules of Order Newly Revised shall by that fact be deemed to
70 qualify for and retain professional registered membership provided they pay the dues
71 required for that classification.

72 **Proviso:** The amendment shall take effect upon a date set by vote of the Commission on
73 Credentialing. *[The bracketed language was deleted as part of the 2015 amendment, but*
74 *remains in effect pending the vote of the Commission setting the effective date of the*
75 *amendment.]*

76 **3. Retired Credentialed Parliamentarian.**

77 To qualify as a retired credentialed parliamentarian, a registered parliamentarian or
78 professional registered parliamentarian shall use the title of registered parliamentarian-
79 retired (RP-R) or professional registered parliamentarian-retired (PRP-R) and shall not
80 serve as a paid parliamentarian.

81 **C. Membership in Districts, Associations, and Units.** Membership in districts, associations, and
82 units shall be as provided in Article IV, Section 8.

83 **Section 2. Reinstatement.**

84 **A.** Reinstatement of membership shall be granted after the following are received:

- 85 1. request for reinstatement;
86 2. payment of full, current annual dues; and

87 3. payment of reinstatement fee.

88 **B. Regular.**

89 A regular member may be reinstated within one year from the date of resignation or forfeiture.
90 After the passage of that year a former regular member may apply for membership as provided
91 in Article III, Section 1A1.

92 **C. Registered.** If a registered member's reinstatement is within the six-year period of the
93 member's qualification as a registered parliamentarian, the member shall retain RP® status. If
94 not, the member shall be reinstated as a regular member. A registered member's six-year period
95 remains the same regardless of the date of reinstatement.

96 **D. Professional Registered.** If a professional registered member's reinstatement is within the six-
97 year period of the member's qualification as a PRP®, the member shall retain PRP® status. If
98 not, the member shall be reinstated as an RP®. The professional registered member's six-year
99 period remains the same regardless of the date of reinstatement.

100 **Section 3. Dues.**

101 **A. Annual Dues.** Annual dues shall be as set forth in the NAP Standing Rules. Dues for all
102 members shall be due and payable to NAP Headquarters on January 1. Dues for new members
103 shall be prorated monthly for the remaining calendar year of their initial membership and shall
104 be based on the date of membership.

105 **B. Dues Adjustment.** Dues may be adjusted biennially as follows:

106 1. Adjustments that are less than or equal to the rate of inflation, as measured by the change
107 in the Consumer Price Index–Urban released by the U.S. Department of Commerce
108 between January of the convention year in which the last dues increase occurred and
109 January of the convention year in which the adjustment is proposed, shall require a two-
110 thirds vote of the NAP Board of Directors.

111 2. Adjustments that are greater than the rate of inflation, as defined in paragraph 1 of this
112 section, shall require a two-thirds vote of the convention.

113 3. Adjustments shall take effect on January 1 following the convention.

114 4. Proposed dues adjustments requiring approval of the convention shall be noticed to the
115 membership with the call to the meeting.

116 **C. Student Dues Reduction.** An individual who is a full-time student shall qualify for a 50%
117 reduction in dues for the individual's membership classification. A full-time student shall be
118 defined as an individual 25 years of age or less and who is currently:

119 1. enrolled full time in a college program, high school, or home school setting; or

120 2. serving as active duty military.

121 **D. Past Presidents.** Past presidents of NAP shall have all the privileges of membership without
122 being required to pay NAP dues.

123 **E. Dues Payment.** Members shall pay NAP and primary association dues directly to NAP
124 Headquarters.

125 **F. Dues Payment Dates.** Dues shall be due and payable to NAP Headquarters by January 1.
126 Membership shall be delinquent if dues are not paid by February 1 and forfeited if dues are not
127 paid by March 1. All associations shall use the same dues payment, delinquency, and forfeiture
128 dates pertaining to NAP dues and membership for association dues and membership.

129 **G. Change in Status.** Current members who change between association and member-at-large
130 status shall not owe additional association dues to NAP for the dues period during which the
131 status change occurs, nor shall they receive a refund from NAP.

132 **Section 4. Fees.** Fees for examinations, courses, reinstatement, and other services related to
133 membership shall be determined by the NAP Board of Directors.

134 **Section 5. Discipline.** Members shall not engage in conduct injurious to NAP or its object, bring
135 disrespect on NAP, or willfully violate its bylaws. The ethics committee shall handle allegations of
136 disciplinary matters as prescribed in Article XI, Section 2.

137 **ARTICLE IV**
138 **DIVISIONS**

139 **Section 1. Divisions.** The divisions of NAP shall be districts, associations, unchartered states or
140 provinces, units, clubs, and youth groups. As used in these bylaws, the term “state or province” includes
141 any jurisdictional unit of any country determined by the NAP Board of Directors to parallel a state in
142 the United States of America or a province in Canada.

143 **Section 2. Districts.** The districts shall promote membership recruitment and retention, leadership
144 training, and the educational programs of NAP. There shall be eight (8) geographical districts in North
145 America. After consultation with the membership extension and retention committee and affected
146 associations, the NAP Board of Directors shall determine the boundaries of each district. The NAP
147 Board of Directors is authorized to establish electronic districts or districts outside North America. Each
148 district outside North America shall be comprised of one or more countries. Electronic associations and
149 associations outside of North America shall be assigned to a district. After consultation with the
150 membership extension and retention committee and affected associations, the NAP Board of Directors
151 shall assign electronic associations and associations outside North America to a district.

152 **A. District Conferences.**

- 153 1. Each district shall hold at least one conference in each biennium. District conferences may
154 be scheduled as provided in the policies of NAP and may be called by the district director,
155 a district conference, or a majority of the association presidents within the district.
- 156 2. Each district director shall send the written call of the district conference no fewer than
157 forty-five and no more than sixty days before the district conference.
- 158 3. A quorum for a district conference shall be ten members entitled to vote at the conference
159 in accordance with Article IV, Section 8B1.
- 160 4. Districts may adopt special rules of order and standing rules for the conduct of business at
161 district conferences provided they do not conflict with these bylaws.

162 **B. District Director.** There shall be a director for each district.

- 163 1. District directors shall be registered or professional registered members who have their
164 principal residence in the district at the time of election and who are entitled to vote at the
165 district conference at which they are elected in accordance with Article IV, Section 8B1.
- 166 2. Each district shall adopt, at a conference, procedures for the election of a district director.
167 The election shall be completed before the opening of the NAP convention.
- 168 3. District directors shall assume office at the close of the NAP convention and serve until
169 the close of the next convention or until their successors assume office.
- 170 4. District directors shall serve for no more than two terms consecutively and may serve again
171 after being out of office for at least one term.
- 172 5. A vacancy in the office of district director shall be filled for the unexpired term by a special
173 committee comprised of the association presidents in that district. The special committee
174 shall be authorized to meet by teleconference at the call of any two of its members with at
175 least three days’ notice. If the special committee fails to elect a new district director within
176 sixty days after the vacancy, the vacancy may be filled by the NAP Board of Directors.

177 **C. Duties of the District Director.** The district director shall:

- 178 1. promote NAP programs through associations and unchartered states, provinces, or
179 countries;
- 180 2. assist in the organization of associations and units within the district;
- 181 3. encourage states, provinces, and countries to conduct classes for preparation for
182 membership and assist them in their organization;
- 183 4. preside at the district conference;
- 184 5. promote educational programs for the general public especially in unchartered areas;
- 185 6. appoint, with the approval of the NAP Board of Directors, a chairman of an unchartered
186 state, province, or country within the district in accordance with Article IV, Section 4A;
187 and
- 188 7. perform such other duties as may be designated in these bylaws or as directed by the NAP
189 Board of Directors or the NAP President.

190 **Section 3. Associations.**

191 **A. Composition.** NAP members within a state, province, or country may apply to charter an
192 association of NAP. There shall be only one association (other than electronic associations) per
193 state or province. Adjoining states, provinces, or countries that belong to the same district may
194 join together to form a single association. NAP members belonging to electronic units may
195 apply to charter an electronic association of NAP. Membership in electronic associations need
196 not be geographically limited.

197 **B. Eligibility.** An association of NAP may be organized when at least three units exist or at least
198 fifteen NAP members reside in the affected states, provinces, or countries, provided that the
199 association's bylaws have been approved by the NAP Bylaws Committee. Electronic
200 associations may be organized when at least three electronic units wish to affiliate, provided
201 that the association's bylaws have been approved by the NAP Bylaws Committee.

202 **C. Association Purpose.** Associations shall promote the object and educational programs of
203 NAP.

204 **D. Association Members.** Associations shall accept as a member any NAP member who pays
205 the association dues.

206 **E. Bylaws of an Association.**

- 207 1. An association shall adopt bylaws and may adopt a corporate charter, if applicable,
208 provided these documents do not conflict with applicable legal authority, NAP Bylaws,
209 NAP Standing Rules, or NAP policies. Before going into effect, an association's bylaws
210 must have been approved by the NAP Bylaws Committee.
- 211 2. An association shall provide for primary and affiliate members and may include
212 provisional, honorary, and life members as association members, in accordance with the
213 definitions of these terms in Article IV, Section 8A. The association bylaws may limit the
214 rights of provisionals who are association members.
- 215 3. An association shall adopt NAP's fiscal year as prescribed in Article XIII, Section 3, for
216 filing annual tax forms.
- 217 4. An association shall communicate with NAP Headquarters on an annual basis, either
218 certifying no change in the association bylaws or providing a current copy of its bylaws
219 (See Article IV, Section 3F4).

220 **F. Charter Revocation.** When recommended by the NAP President or the district director of the
221 district in which the association is located, the charter of an association may be revoked by the

- 222 NAP Board of Directors by a two-thirds vote by ballot for failure to do one or more of the
223 following:
- 224 1. maintain the required minimum membership;
 - 225 2. comply with the object of NAP;
 - 226 3. comply with any federal, state, or local government filing requirements for maintenance of
227 NAP's tax-exempt status;
 - 228 4. bring its bylaws into compliance with NAP Bylaws and provide a copy of the current
229 bylaws to NAP Headquarters;
 - 230 5. hold meetings at least annually; or
 - 231 6. promote NAP educational programs.

232 **Section 4. Unchartered States, Provinces, or Countries.**

233 **A. Appointment of Chairman.** In an unchartered state, province, or country having five or more
234 NAP members, the district director may appoint, with the approval of the NAP Board of
235 Directors, a chairman for the current biennium. The chairman shall be eligible for
236 reappointment.

237 **B. Duties.** The chairman shall:

- 238 1. organize parliamentary procedure classes and new units with the assistance of the district
239 director;
- 240 2. promote NAP membership; and
- 241 3. apply for an association charter when the eligibility requirements have been met.

242 **Section 5. Units.**

243 **A. Application for Charter.** A group with a minimum of five NAP members may apply for an
244 NAP charter.

245 **B. Electronic Units.**

- 246 1. An electronic unit shall include NAP members interested in conducting electronic
247 meetings.
- 248 2. When chartering, an electronic unit shall designate its association affiliation or designate
249 that it will not have an association affiliation. After the initial designation, an electronic
250 unit may petition the NAP Board of Directors to change its affiliation status.

251 **C. Unit Purpose.** A unit shall promote the study of parliamentary procedure and the educational
252 programs of NAP on a local level.

253 **D. Bylaws of a Unit.**

- 254 1. A unit shall adopt bylaws and may adopt a corporate charter, if applicable, provided these
255 documents do not conflict with applicable legal authority, NAP Bylaws, NAP Standing
256 Rules, NAP policies, or the association bylaws or standing rules. Before going into effect,
257 a unit's bylaws must be approved by the NAP Bylaws Committee.
- 258 2. A unit shall provide for primary and affiliate members and may include honorary members,
259 life members and provisionals as members of the unit, in accordance with the definitions
260 of terms in Article IV, Section 8A. The unit bylaws may limit the rights of provisional
261 members of the unit.
- 262 3. A unit shall accept as a member any NAP member who pays the unit dues except that units
263 made up of credentialed members may require that new members be credentialed.
- 264 4. A unit shall adopt NAP's fiscal year as prescribed in Article XIII, Section 3, for filing
265 annual tax forms.

266 5. A unit shall communicate with NAP Headquarters on an annual basis, either certifying no
267 change in the unit's bylaws or providing a current copy of its bylaws. (See Article IV,
268 Section 5E4).

269 **E. Charter Revocation.** When recommended by the NAP President or the president of the
270 association, if any, with which the unit is affiliated, , the charter of a unit may be revoked by
271 the NAP Board of Directors by a two-thirds vote by ballot for failure to do one or more of the
272 following:

- 273 1. maintain the required minimum membership;
- 274 2. comply with the object of NAP;
- 275 3. comply with any federal, state, or local government filing requirements for maintenance of
276 NAP's tax-exempt status;
- 277 4. bring its bylaws into compliance with NAP Bylaws and provide a copy of the current
278 bylaws to NAP Headquarters;
- 279 5. hold meetings at least annually; or
- 280 6. promote NAP educational programs.

281 **Section 6. Clubs.** Clubs affiliated before 1953 shall be members of their respective associations.
282 Members of these clubs are not required to be NAP members or members of an association.

283 **Section 7. Youth Groups.** To qualify for youth group membership in NAP, a group shall be comprised
284 of youth interested in parliamentary procedure who are enrolled in an educational institution or are
285 members of a youth association and have organized as a group for study under the sponsorship and
286 continuing supervision of an NAP member.

287 **Section 8. Membership in Districts, Associations, and Units.**

288 **A. Definitions.**

- 289 1. Primary members of an association or unit shall be NAP members who have designated
290 their primary membership in the association or unit in accordance with Article IV, Section
291 8C.
- 292 2. Affiliate members of an association or unit shall be NAP members who are primary
293 members of another association or unit.
- 294 3. A member-at-large of an association shall be a member of an association who is not a
295 member of a unit that belongs to that association.
- 296 4. A member-at-large of NAP shall be an NAP member who resides in an unchartered state,
297 province, or country and is not a member of any association or unit.
- 298 5. Honorary members of associations or units shall be individuals who have met the criteria
299 established by the association or unit for exceptional service or who have added distinction
300 to the parliamentary profession. They shall not pay dues to the division granting the
301 honorary membership. Honorary members who are not NAP members shall not be counted
302 for the purpose of determining the number of delegates to which an association or unit shall
303 be entitled at NAP conventions.
- 304 6. Life members shall be individuals who have met the criteria established by an association
305 or unit for paying a fixed amount for dues for their lifetime. They shall not pay additional
306 dues to the division granting life membership.
- 307 7. Provisionals shall be individuals who are preparing for NAP membership. Provisionals are
308 not NAP members and are not counted for the purpose of determining the number of
309 delegates to which the association or unit is entitled at NAP conventions. In accordance
310 with Article IV, Section 3E2 and Section 5D2, provisionals may be members of
311 associations and units.

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B. Criteria.

1. A member of NAP, who is registered as in attendance, has paid the appropriate registration fee, and meets either of the following requirements may vote at the district conference:
 - a) primary member of an association in the district; or
 - b) member whose principal residence is in an unchartered state or province in the district and who is not a primary member of any association.
2. A member of NAP whose principal residence is in a state or province with an association shall belong to at least one association which may be a different association than that of the state or province in which the member resides. A member of NAP may belong to any number of associations. A member of NAP whose principal residence is in an unchartered state or province shall not be required to belong to an association.
3. A member of NAP may belong to any number of units. A member of NAP who is a member of a unit shall be a member of the association, if any, with which the unit is affiliated .

C. Designation of Primary Membership.

1. Members of more than one association may designate their unit of primary membership at the time of paying NAP and association dues in accordance with Article III, Section 3F.
2. A primary member of a unit shall be also a primary member of the association, if any, with which the unit is affiliated.
3. Members of more than one association who have not designated any unit as their unit of primary membership shall designate their primary association membership at the time of paying NAP and association dues in accordance with Article III, Section 3F.

D. Termination of Primary Membership. Termination or suspension of membership in a unit or association of NAP shall follow the procedures provided in the current edition of *Robert's Rules of Order Newly Revised*.

**ARTICLE V
OFFICERS**

Section 1. Officers. The elected officers of NAP shall be a president, a vice-president, a secretary, a treasurer, and three directors-at-large.

Section 2. Qualifications. Officers shall meet the following qualifications:

A. Eligibility for President and Vice-President. To be eligible to serve as president or vice-president, a candidate:

1. shall be a professional registered parliamentarian;
2. shall have been a member for at least five consecutive years immediately before the beginning of the term for which nominated; and
3. shall have served on the NAP Board of Directors for at least two terms before the beginning of the term for which nominated.

B. Eligibility for Secretary. To be eligible to serve as secretary, a candidate:

1. shall be a professional registered parliamentarian;
2. shall have been a member for at least three consecutive years immediately before the beginning of the term for which nominated; and
3. shall certify having a background in information processing.

C. Eligibility for Treasurer. To be eligible to serve as treasurer, a candidate:

1. shall be a professional registered parliamentarian;

- 355 2. shall have been a member for at least three consecutive years immediately before the
356 beginning of the term for which nominated; and
357 3. shall certify having a background in accounting, finance, or management.

358 **D. Eligibility for Director-at-Large.** To be eligible to serve as a director-at-large, a candidate:

- 359 1. shall be a registered parliamentarian or professional registered parliamentarian; and
360 2. shall have been a member for at least five consecutive years immediately before the
361 beginning of the term for which nominated.

362 **Section 3, Honorary Officers.** An individual shall be granted honorary officer status by a two-thirds
363 vote of the convention upon recommendation by the NAP Board of Directors.

364 **Section 4. Nominations.** Nominations may be made from the floor. No person's name may be placed
365 on the ballot until the nominee has signed a form affirming qualification for the office sought and an
366 agreement to serve if elected, using a form adopted by the NAP Board of Directors.

367 **Section 5. Election of Officers.** Officers shall be elected by ballot (paper or electronic) at the
368 convention.

369 **Section 6. Term of Office.** Officers shall assume office at the close of the convention at which they
370 are elected. Officers shall serve until the close of the next convention or until their successors assume
371 office. The president and vice-president shall serve only one term in the same office. The secretary,
372 treasurer, and directors-at-large shall not serve more than two consecutive terms in the same office and
373 may serve again after being out of office for at least one term.

374 **Section 7. Vacancy in Office.**

375 **A.** If there is a vacancy in the office of president created by death, resignation, or incapacity as
376 determined by the NAP Board of Directors, the vice-president shall immediately assume the
377 office of president.

378 **B.** A vacancy in any office other than president created by death, resignation, or incapacity as
379 determined by the NAP Board of Directors shall be filled by the NAP Board of Directors.

380 **Section 8. Duties of Officers.** The officers shall perform the duties provided in this section and such
381 other duties as are prescribed for the office in these bylaws, by the NAP Board of Directors, by the
382 president, or in the adopted parliamentary authority.

383 **A. Duties of the President.** The president:

- 384 1. shall be the chief executive officer and official spokesman of NAP;
385 2. shall appoint, subject to the approval of the NAP Board of Directors, the following:
386 a) the editor, the assistant editor, the parliamentary research editor, the parliamentary
387 research team, the parliamentary consultant, and the parliamentary review committee
388 for the *National Parliamentarian*[®];
389 b) the chairman of each standing committee except the ethics committee;
390 c) the members of each standing committee and subcommittee except the membership
391 extension and retention committee and the ethics committee;
392 d) the chairman and members of each special committee; and
393 e) the convention coordinator and workshop coordinator, and NAP Training Conference
394 coordinator and workshop coordinator;
395 3. may authorize special committees;
396 4. shall appoint a parliamentarian who must be a professional registered member;
397 5. shall nominate the following:
398 a) two professional registered members to serve on the ethics committee; and

443 **B. Voting Body.** The voting body of the convention shall be comprised of the following NAP
444 members who are delegates registered as in attendance and who have paid the appropriate
445 registration fee:

- 446 1. members of the NAP Board of Directors;
- 447 2. district directors;
- 448 3. editor of the *National Parliamentarian*[®];
- 449 4. standing committee chairmen;
- 450 5. NAP past presidents;
- 451 6. delegates representing each association selected as provided in the association bylaws as
452 follows:
 - 453 a) six delegates; and
 - 454 b) one additional delegate for up to the first five primary members-at-large for the
455 association and an additional delegate for each additional five primary members-at-
456 large or major fraction thereof for the association as of March 1 of the convention year;
- 457 7. delegates representing each unchartered state or province, selected by the chairman, the
458 number of whom depends on the number of qualifying members as follows (a “qualifying
459 member” being defined as a member-at-large whose principal residence is in the state or
460 province and who is not a primary member of any association as of March 1 of the
461 convention year):
 - 462 a) the chairman;
 - 463 b) one additional delegate for up to the first five qualifying members; and
 - 464 c) one additional delegate for each additional five qualifying members or major fraction
465 thereof;
- 466 8. delegates representing each unit, selected as provided in the unit bylaws, based on the
467 primary membership as of March 1 of the convention year, as follows:
 - 468 a) one delegate for the first five primary members of the unit; and
 - 469 b) one additional delegate for each additional five primary members or major fraction
470 thereof;
- 471 9. one delegate from each club who shall be a member of NAP, selected as provided in the
472 club bylaws; and
- 473 10. one delegate from each youth group, selected as provided in the youth group bylaws.

474 **C. Eligibility to Serve as Delegate.** Associations and unchartered states, provinces, or countries
475 may select any member-at-large of NAP or any member-at-large of any association to serve as
476 a delegate or an alternate to whom they are entitled by Article VI, Section 2B6b, 2B7b or 2B7c.
477 Associations, unchartered states, provinces, or countries, and units may select any NAP
478 member to serve as a delegate or an alternate to which they are entitled by other provisions of
479 this section.

480 **D. Quorum.** The quorum at any meeting of any convention shall be a majority of the voting
481 delegates who have been registered with the credentials committee as in attendance, provided
482 that at least one-third of the associations are represented.

483 **Section 3. Membership Meetings in Even-Numbered Years.** A meeting of the membership shall be
484 held in conjunction with the NAP Training Conference at a place, date, and time determined by the
485 NAP Board of Directors for the purpose of receiving reports on the activities and financial condition of
486 the corporation by the NAP President and the NAP Treasurer. The call to membership meeting in each
487 even-numbered year, giving notice of the place, date, and time of the meeting, shall be published in the

488 *National Parliamentarian*[®] and sent by January 1 of the meeting year. The quorum for the membership
489 meeting shall be 50 members.

490 **Section 4. Special Meetings.** A special meeting of the membership shall be called upon a two-thirds
491 vote of the NAP Board of Directors with a call sent (Article XII, Section 2) to the members at least
492 forty-five days prior to the meeting. In accordance with the District of Columbia law governing
493 nonprofit corporations, if ten percent of the members deliver one or more demands to NAP's registered
494 agent or to the corporation or its secretary at its principal office for a special meeting describing the
495 purpose or purposes for which it is to be held, then within thirty days the NAP Board of Directors shall
496 give notice to the members of the place, date, and time of the meeting. A quorum at a special meeting
497 shall be 100 members.

498 **Section 5. Postponement.** In the event of an emergency, the NAP Board of Directors by a two-thirds
499 vote may postpone a biennial convention or membership meeting. All members shall be notified of the
500 postponement in a manner determined by the NAP Board of Directors to be fair and reasonable under
501 the circumstances.

502 **Section 6. Voting.** There shall be no absentee voting or voting by proxy.

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ARTICLE VII NAP BOARD OF DIRECTORS

505 **Section 1. Composition.** The members of the NAP Board of Directors shall be the president, vice-
506 president, secretary, treasurer, three directors-at-large, and two district directors elected by the delegates
507 at the convention from among the eight district directors for the incoming biennium.

508 **Section 2. Duties.**

509 **A. Power and Authority.** The NAP Board of Directors shall have full power and authority over
510 the affairs of NAP between conventions except as otherwise provided in these bylaws. The
511 board shall adopt special rules of order and policies to govern its proceedings and the affairs of
512 NAP over which it has power and authority.

513 **B. Duties of the NAP Board of Directors.** The NAP Board of Directors shall:

- 514 1. at its first meeting (post-convention):
- 515 a) elect two professional registered members to membership on the ethics committee; and
 - 516 b) elect a member of the ethics committee to serve as committee chairman;
- 517 2. approve appointments by the NAP President of standing and special committee chairmen,
518 members, and subcommittee members; convention coordinator and workshop coordinator;
519 NTC coordinator and workshop coordinator; and the editor, the assistant editor, the
520 parliamentary research editor, the parliamentary research team, the parliamentary
521 consultant, and the parliamentary review committee for the *National Parliamentarian*[®];
- 522 3. make employment decisions concerning the NAP Executive Director;
- 523 4. prepare and adopt an annual budget for the next fiscal year prior to the end of the current
524 fiscal year
- 525 5. adopt policies regarding the management, compensation, and fringe benefits provided to
526 NAP personnel;
- 527 6. determine the quantity of educational or promotional materials and the sales price for all
528 such materials;
- 529 7. analyze at least annually the association's progress in achieving its objectives and report
530 the findings to the membership;
- 531 8. provide leadership and strategic planning for NAP and present progress and results of the
532 plan at each annual meeting of the association;

- 533 9. set the place, date, and time of board meetings;
534 10. determine and give notice of the place, date, and time of special meetings of the
535 membership in accordance with Article VI, Section 4;
536 11. determine the place, date, time, and registration fee for the biennial convention, the NAP
537 Training Conference, membership meetings, and the Leadership Conference;
538 12. set the fees for examinations, courses, reinstatement, and other services related to
539 membership;
540 13. exercise general supervision of the finances and investments, including exploring and
541 implementing programs to generate substantial income from sources other than dues;
542 14. determine the passing grade for *[both the membership and registration examinations]* the
543 membership examination;

544 **Proviso:** The amendment shall take effect upon a date set by vote of the Commission on
545 Credentialing. *[The bracketed language was deleted as part of the 2015 amendment, but*
546 *remains in effect pending the vote of the Commission setting the effective date of the*
547 *amendment.]*

- 548 15. determine the boundaries of districts;
549 16. approve the report of the auditor annually;
550 17. approve appointment of chairmen in unchartered territories;
551 18. select legal counsel;
552 19. fill vacancies as provided in these bylaws, with notice given on or before the previous day;
553 20. consider and resolve the question of revocation of the charter of an association or unit,
554 when revocation of an association's charter is recommended by the NAP President or the
555 director of the district in which the association is located, or when revocation of a unit's
556 charter is recommended by the NAP President or the president of the association, if any,
557 with which the unit is affiliated;
558 21. adopt "*Standards of Ethical Conduct for Parliamentarians*" and "*Rules for Disposition of*
559 *Complaints by the Ethics Committee*";
560 22. consider and resolve all appeals from decisions of the ethics committee;
561 23. approve the appointment of a special committee comprised of at least three professional
562 registered members who are instructors of the NAP professional recertification and
563 qualifying courses to consider and resolve all appeals from decisions of the professional
564 development committee regarding credentialing; and
565 24. exercise such other duties as are prescribed for the NAP Board of Directors in these bylaws,
566 by the convention, or in the adopted parliamentary authority.

567 **Section 3. Meetings.**

- 568 **A. Regular.** Regular meetings of the NAP Board of Directors shall be held at least five times
569 during each biennium. Places, dates, and times shall be established by the NAP Board of
570 Directors. Regular meetings of the NAP Board of Directors may be called by the NAP
571 President, provided that polling of the members in advance of the meeting call indicates that at
572 least a quorum would be expected to be present for each such meeting. Call of a regular meeting
573 shall be given orally at least fifteen days before the meeting or sent at least twenty days before
574 the meeting to each member of the NAP Board of Directors, except that the call for the first
575 meeting (post-convention) of each biennium shall be published in an issue of the *National*
576 *Parliamentarian*[®] sent before the convention. Notice may be waived by the members of the
577 NAP Board of Directors in accordance with statutory requirements.

- 621 2. All standing committees shall report to the NAP Board of Directors and shall be
622 responsible to the NAP President between meetings of the board. Policy set by a committee
623 shall be approved by the NAP Board of Directors.
- 624 3. Ex officio members:
- 625 a) The NAP President or the NAP President's designee shall be ex officio a member of
626 each standing committee, except the ethics committee. A presidential designee shall
627 not be counted in determining a quorum but shall have voting rights.
- 628 b) The chairman of each standing committee shall be ex officio a member of all
629 subcommittees of that committee.
- 630 4. Subcommittees may include nonmembers of a committee and nonmembers of NAP
631 recommended by the chairman, appointed by the NAP President, and approved by the NAP
632 Board of Directors.
- 633 5. The term for committee members shall correspond to that of the officers, except for the
634 ethics committee, whose terms are prescribed in Article XI.
- 635 **B. Bylaws Committee.** In regard to NAP Bylaws and Standing Rules, the bylaws committee shall:
- 636 1. review all submitted amendments and edit for composition;
- 637 2. consolidate similar amendments for joint proposal subject to acceptance by the proposers;
- 638 3. possess the right to originate amendments;
- 639 4. submit proposed amendments to the members together with the committee's
640 recommendations for action;
- 641 5. ensure, with the assistance of legal counsel, that the bylaws are in compliance with
642 applicable federal and state statutes;
- 643 6. in the event a revision is authorized, prepare and submit the proposed revision; and
644 7. review and approve bylaws for new associations, units, and youth groups.
- 645 **C. Communications Committee.** The communications committee shall:
- 646 1. investigate and recommend methods of acquainting the general public with the functions
647 and services of NAP;
- 648 2. investigate and recommend methods and systems for increasing the communication and
649 marketing functions of NAP;
- 650 3. enlist cooperation of local members for publicity relative to NAP, district, and association
651 meetings;
- 652 4. prepare and administer marketing plans for NAP services and educational materials; and
653 5. be responsible for NAP public relations and marketing.
- 654 **D. Educational Resources Committee.** The educational resources committee shall:
- 655 1. create and develop educational materials for publication in the name of NAP;
- 656 2. with the exception of material for the *National Parliamentarian*[®], approve educational
657 materials which are to be used in the name of NAP; and
- 658 3. be responsible for the continuing development of comprehensive educational materials to
659 be promoted in cooperation with associations, units, educational institutions, and
660 community organizations.
- 661 **E. International Services Committee.** The international services committee shall:
- 662 1. advocate for NAP members who reside outside the United States by reviewing,
663 supporting, and promoting services, goods, materials, and policies that contribute to their
664 membership, credentialing, and inclusion in NAP;

- 665 2. assess NAP services, goods, materials, and policies focusing on reducing barriers
666 specific to members who reside outside the United States;
667 3. identify issues of culture and language that affect the acceptance of NAP internationally;
668 4. explore and recommend strategies to increase NAP membership abroad; and
669 5. recommend and oversee the translation of English language parliamentary material into
670 other languages.

671 **F. Membership [and Registration] Examiners Committee.** The membership [and registration]
672 examiners committee shall:

- 673 1. process applications for membership in NAP;
674 2. review and update the membership examination questions;
675 3. prepare membership examinations;
676 4. submit to the NAP Board of Directors for approval any substantial changes in the structure
677 or administration of the membership examination; and
678 5. administer the membership examination.
679 *[6. process applications for registered status in NAP;*
680 *7. review and update the registration examination questions;*
681 *8. prepare registration examinations;*
682 *9. submit to the NAP Board of Directors for approval any substantial changes in the structure*
683 *or administration of the registration examination; and*
684 *10. administer the registration examinations.]*

685 **Proviso:** The amendment shall take effect upon a date set by vote of the Commission on
686 Credentialing. *[The bracketed language was deleted as part of the 2015 amendment, but*
687 *remains in effect pending the vote of the Commission setting the effective date of the*
688 *amendment.]*

689 **G. Membership Extension and Retention Committee.** The membership extension and retention
690 committee shall:

- 691 1. consist of the district directors;
692 2. promote recruitment, extension, and retention of membership and the formation of
693 associations and units; and
694 3. coordinate the membership activities of the district directors.

695 **H. Professional Development Committee.** The professional development committee shall[:

- 696 1. *develop and upgrade the curricula of the courses for credentialed members;*
697 2. *be responsible for courses and other requirements for attaining and retaining the PRP®*
698 *classification and retaining the RP® classification; and*
699 3. *submit to the NAP Board of Directors for approval any proposed changes in the*
700 *requirements for attaining or retaining the PRP® classification and retaining the RP®*
701 *classification or any substantial changes in the structure or administration of courses.]*

702 develop educational programs for all levels of the body of knowledge.

703 **Proviso:** The amendment shall take effect upon a date set by vote of the Commission on
704 Credentialing. *[The bracketed language was deleted as part of the 2015 amendment, but*
705 *remains in effect pending the vote of the Commission setting the effective date of the*
706 *amendment.]*

707 **H. Youth Committee.** The youth committee shall:

- 708 1. encourage participation by youth in the programs of NAP;

Proviso: Implementation of the commission’s determinations regarding the professional credentials to be offered by NAP and the criteria for obtaining them, as well as the authority of the commission to rule on appeals arising from the credentialing process, shall occur in accordance with a date or dates set by vote of the Commission on Credentialing.

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**ARTICLE XI
PROFESSIONAL DISCIPLINE**

758 **Section 1. Ethics Committee.**

- 759 **A. Composition.** The ethics committee shall be comprised of four professional registered
760 members who shall not be members of the NAP Board of Directors.
- 761 **B. Term.** Members of the committee shall serve staggered four-year terms.
- 762 **C. Election of Committee.** Two members of the committee shall be nominated by the NAP
763 President and elected by the NAP Board of Directors at its first meeting (post-convention) of
764 each biennium to serve for a four-year term. Vacancies shall be filled by the NAP Board of
765 Directors.
- 766 **D. Election of Chairman.** One member of the committee shall be nominated by the NAP
767 President and elected by the NAP Board of Directors at its first meeting (post-convention) of
768 each biennium to serve as chairman of the committee for a period corresponding to that of the
769 officers.
- 770 **E. Accountability.** The committee shall report only to the NAP Board of Directors.

771 **Section 2. Complaints.**

- 772 **A. Ethics Complaints.** The committee shall process complaints concerning alleged violations of
773 the Code of Ethics for Parliamentarians received on an approved “*Ethics Complaint Form*” in
774 accordance with provisions contained in the “*Rules for Disposition of Complaints by the Ethics*
775 *Committee.*” The committee shall also process member discipline complaints.
- 776 **B. Member Discipline Complaints.** The ethics committee may, by a two-thirds vote, discipline
777 members up to, and including, revocation of membership. Before discipline can be invoked,
778 members shall be entitled to due process to include not less than fifteen days written notice of
779 any suspension or revocation of membership, and an opportunity for such member to be heard,
780 either in writing or orally at the member’s option, at least five days before any suspension or
781 revocation of membership would take effect. The ethics committee shall establish procedures
782 to consider complaints including recusal procedures.

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**ARTICLE XII
ELECTRONIC MEETINGS AND COMMUNICATIONS**

785 **Section 1. Meetings.** The NAP Board of Directors and all committees and subcommittees shall be
786 authorized to meet by telephone conference or through other electronic communications media so long
787 as all the members can simultaneously hear each other and participate during the meeting.

788 **Section 2. Communication.** Unless members indicate otherwise to NAP Headquarters, all
789 communication required in these bylaws, including meeting notices, may be sent electronically.

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**ARTICLE XIII
ADMINISTRATIVE OPERATIONS**

792 **Section 1. NAP Headquarters.** The NAP Headquarters shall be located in Jackson County, Missouri.

793 **Section 2. Executive Director.** The conduct of business at NAP Headquarters shall be under the
794 direction of an executive director.

795 **A. Accountability.** The executive director shall be employed by and report to the NAP Board of
796 Directors.

797 **B. Duties.** The executive director shall:

- 798 1. be responsible for the day-to-day management of the financial and administrative
799 operations of the association under the direction of the NAP President;
- 800 2. be responsible, in consultation with the NAP President, for the employment of such
801 personnel as required to carry out the duties of the NAP Headquarters office provided that
802 such employment falls within the constraints established by the budget and personnel
803 policies established by the NAP Board of Directors; and
- 804 3. perform such other duties as may be stated in the bylaws, the NAP Standing Rules, the
805 operational policies and procedures of the NAP Board of Directors, and the personnel
806 policies established by the NAP Board of Directors, and as may be directed by this board
807 or the NAP President.

808 **Section 3. Fiscal Year.** The fiscal year shall be from December 1 through November 30.

809 **ARTICLE XIV**
810 **INDEMNIFICATION**

811 Any individual who is a party to a proceeding because he or she is or was a director, employee or agent
812 of NAP or its predecessor Missouri or District of Columbia corporations shall be indemnified to the
813 fullest extent permitted by law under the District of Columbia statutes governing nonprofit
814 corporations.

815 **ARTICLE XV**
816 **PARLIAMENTARY AUTHORITY**

817 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern NAP
818 in all cases to which they are applicable and in which they are not inconsistent with these bylaws and
819 any special rules of order that NAP may adopt. The parliamentary authority of NAP shall be adopted
820 by each district conference, association, unit, club, and youth group.

821 **ARTICLE XVI**
822 **AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS**

823 **Section 1. Convention Action.** The Articles of Incorporation and these bylaws may be amended, and
824 any other action defined as a fundamental transaction by the applicable law of the jurisdiction in which
825 NAP is incorporated may be authorized, at any biennial convention:

826 **A. Amendment with Notice before Convention.** By a two-thirds vote, provided that the
827 amendment:

- 828 1. has been submitted by the bylaws committee, the NAP Board of Directors, a standing or
829 special committee, a district conference, two associations or their board of directors, three
830 units, or at least ten NAP members-at-large;
- 831 2. if originated by other than the bylaws committee, has been submitted to that committee
832 on or before February 1 in the year of the convention; and
- 833 3. has been mailed or sent by electronic communication in accordance with Article XII,
834 Section 2 to the members no later than July 1 in the year of the convention together with
835 identification of proposer(s) and the committee's recommendations for action.

836 **B. Amendment with Notice at Convention.** By a nine-tenths vote, provided previous notice
837 has been given at an earlier meeting of the same session of the convention.

838 **Section 2. Revision.** These bylaws shall be revised only upon authorization by the convention.

839 **A. Preparation of Revision.** Preparing and presenting an authorized revision shall be the duty
840 of the bylaws committee.

841 **B. Notice of Proposed Revision.** The proposed revision shall be sent to the members no later
842 than July 1 of the convention year.

843 **C. No Amendment to Existing Bylaws.** If a revision is authorized, there shall be no other
844 amendments proposed to the existing bylaws.