NATIONAL ASSOCIATION OF
PARLIAMENTARIANS®

Sample Suggested
Association Bylaws

August 2008
The following document is provided as a sample only. It was edited by the 2007-2009 NAP Bylaws Committee:

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As Robert’s Rules of Order Newly Revised (RONR), 10th Edition, advises (p. 550), “…it is well for the {bylaws} committee to study the bylaws of . . . other subordinate associations within the same state or national society. Before any provisions from other documents are used as a pattern, however, possible differences between the conditions in the other organizations and the one for which the bylaws are being prepared should be carefully analyzed. . . . If the association for which the bylaws are to be drawn up is subject to a parent organization or superior body, . . . the bylaws governing at these higher levels should be studied for provisions which are binding upon subordinate associations in a way that must be taken into account. The bylaws of a subordinate association need to conform to those of a superior body only on clearly requisite points.”

The primary (but not exclusive) source of such points in the NAP Bylaws is Article IV, Section 3. (It is important to consult state association bylaws for controlling requirements as well.)

In the following sample, endnotes indicate provisions that are based on specific NAP requirements; however, the precise content in the sample provisions is usually subject to some allowable variation.

It would also be advisable to read RONR (10th ed.), Chapter XVIII. Bylaws.

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Sample Suggested Association Bylaws

Since the following document is provided as a sample only, please be advised of the following:

- Do not keep the endnote references within the final bylaws nor provide endnotes in the bylaws. The endnote references are used only to highlight important areas and to provide additional guidance.

- Please request and refer to the *NAP Writing Style and Standards Style Guide* for instructions on how the name for the *National Association of Parliamentarians®* should be formatted.

- The object of the association (Article II) in the sample bylaws cannot be modified. You can add to this object as long as it doesn’t conflict with the actual object, mission, and vision of NAP.

- If you think your association will be conducting business electronically, please remember to include a bylaw provision to allow this option. You may want to refer to NAP Bylaw Article XII Electronic Meetings.

- Your association may add additional bylaw articles as long as such articles do not conflict with any of the governing principles of NAP or federal, state, or local statutes.

- It is recommended that page numbers be inserted in the document footer.
ARTICLE I
Name

The name of this association shall be ________________________ (1), a division of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS® (NAP).

ARTICLE II
Object

The object of this association shall be to promote the study of parliamentary procedure and the educational programs of NAP.(2)

ARTICLE III
Members

Section 1. Classification. There shall be the following classes of members:
A. Primary. Primary members are NAP members who are counted in the association as of March 1 of the convention year for the purpose of determining the number of delegates to which the association is entitled at NAP conventions. (3)
B. Affiliate. Affiliate members are NAP members who are primary members of another association and who are not counted for the purpose of determining the number of delegates to which the association is entitled at NAP conventions. (4)
C. Member-at-large. Members-at-large are primary or affiliate members of the association who do not belong to a unit of this association.
D. Provisionals. Provisionals are _______________ (1) members who are preparing for NAP membership. They are not NAP members and are not counted for the purpose of determining the number of delegates to which the association is entitled at NAP conventions. (5)

Section 2. Eligibility.
A. Any member of NAP is eligible for membership in this association and shall become a member upon payment of association dues. (6)
B. Any individual preparing for NAP membership is eligible for provisional membership in the association, or a unit and the association, and shall become a provisional upon payment of association provisional dues or unit and association provisional dues.

ARTICLE IV
Dues and Finances

Section 1. Dues.
A. Annual dues shall be as follows: 
- Primary members: $___________
- Affiliate members: $___________
- Members-at-large: $___________
- Provisionals: $___________
- Youth group fee: $___________

B. Student Dues Reduction. A student who meets NAP criteria for student dues reduction shall be charged $______ annual association dues and shall pay national and association dues directly to NAP Headquarters.

C. Dues Payment. NAP members shall pay national and association dues directly to NAP Headquarters. Provisionals shall pay dues to the association treasurer.

D. Dues Payment Dates. Dues shall be due and payable to NAP Headquarters by January 1. Membership shall be delinquent if dues are not paid by February 1 and forfeited if dues are not paid by March 1.

E. Membership Year. The membership year shall be January 1 through December 31.

F. Application of Dues. Dues paid shall extend through the next membership year for a new member who passes a membership examination taken during the months of July through December.

Section 2. Budget. A proposed budget shall be submitted by _____________ at the _____________ meeting.

Section 3. Fiscal Year. The fiscal year shall be __________ through __________.

ARTICLE V
Officers

Section 1. Officers. The officers of this association shall be a president, a vice-president, a secretary, and a treasurer.

Section 2. Term of Office. Officers shall assume their duties at the close of the meeting at which they are elected. Officers shall serve for a term of ______ year(s) or until their successors are elected. No officer shall serve more than ______ consecutive term(s) in the same office.

Section 3. Vacancy in Office. A vacancy in any office except president shall be filled by the board of directors.

Section 4. Duties. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws and in the adopted parliamentary authority.

A. The president shall:
   1. preside at all meetings of the association and the board of directors;
   2. appoint a parliamentarian;
   3. appoint chairmen of committees to the extent provided in Article VIII; and
   4. fulfill such other duties as may be assigned by the association or the board of directors.

B. The vice-president shall:
1. perform the presiding duties of the president in the absence of or at the request of the president;
2. fill the unexpired term if a vacancy occurs in the office of president; and
3. fulfill such other duties as may be assigned by the association, the board of directors, or the president.

C. The secretary shall:
1. record the minutes of all meetings of the association and the board of directors;
2. be custodian of all documents, including NAP and association bylaws, special rules, and standing rules;
3. conduct correspondence as directed by the association, the board of directors, or the president;
4. notify NAP Headquarters and the district director of officer changes as needed;
5. send a call of the meeting to each association member (or some other method of notification); and
6. fulfill such other duties as may be assigned by the association, the board of directors, or the president.

D. The treasurer shall:
1. be custodian of all funds, disbursing them as directed by the association;
2. present a financial statement at each association meeting and as requested by the board of directors;
3. prepare the financial records for audit by ________________;
4. notify NAP headquarters when requested of the dues structure for the association; and
5. fulfill such other duties as may be assigned by the association, the board of directors, or the president.

Section 5. Nominations. A nominating committee of _______ members shall:
A. Be elected by ballot at the __________ meeting. The chairman shall be the one receiving the highest number of votes.
B. At the __________ meeting, present a slate of at least one individual for each office, provided consent has been obtained from each nominee.

Section 6. Elections.
A. The officers shall be elected at the __________ meeting.
B. Nominations may be made from the floor, provided consent has been obtained from the nominee.
C. Elections shall be by ballot except when there is only one nominee for an office, election may be by voice vote.

ARTICLE VI
Meetings

Section 1. Annual. The _______ (14) of _______ (14) of _______ (1) shall be held _______ (15) at a time and place determined by the board of directors.
Notices shall be mailed at least sixty (60) days before the meeting. The ________ shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 2. Special. Special meetings may be called by the president or a majority of the board of directors and shall be called upon the written request of ______ members of the association. The purpose of the meeting shall be stated in the call to the meeting and at least _____ days written notice shall be given.

Section 3. Quorum. ______ members of the association shall constitute a quorum.

ARTICLE VII
Board of Directors

Section 1. Composition. The board of directors shall be composed of the officers. The parliamentarian shall serve as an adviser to the board of directors.

Section 2. Duties. The board of directors shall be subject to the orders of the association and none of its acts shall conflict with action taken by the association. The board of directors shall:
A. have general supervision of the affairs of the association between meetings;
B. fix the date, hour, and place of meetings;
C. make recommendations to the association;
D. declare an office vacant when ________;
E. adopt rules as needed to carry on the business of the board, provided such rules are not in conflict with these bylaws or any special rules of order or standing rules adopted by the association; and
F. perform such other duties as are specified in these bylaws or ordered by the association.

Section 3. Meetings.
A. Regular meetings of the board of directors shall be held ________.
B. Special meetings may be called by the president and shall be called upon the written request of _____ members of the board of directors. The purpose of the meeting shall be stated in the call and at least _____ days written notice shall be given.
C. A majority of the members of the board of directors shall constitute a quorum.

ARTICLE VIII
Committees

Section 1. Standing Committees. The standing committees shall be an education committee and a membership committee.

Section 2. Composition. Chairmen and members of all standing committees shall be appointed by the president.

Section 3. Duties.
A. The education committee shall develop and coordinate educational programs for the association, including informing units and members of NAP educational materials.
B. The membership committee shall assist in maintaining and forming units.

Section 4. Other Committees. Other committees, standing or special, shall be created as the association shall from time to time deem necessary to carry on the work of the association. The chairmen and members of such committees shall be appointed by the president, except that in the absence of the president, the board of directors may appoint the chairman and members of a special committee, who shall be treated as though appointed by the president.

Section 5. Ex-officio Membership. The president shall be an ex-officio member of all committees except the nominating committee.

ARTICLE IX
Delegate Representation

Section 1 NAP Delegates.
A. Delegate representation is based on the primary membership of the association as of March 1 of the convention year as follows:
1. six delegates; and
2. one additional delegate for up to the first five primary members-at-large for the association and one additional delegate for each additional five primary members-at-large or major fraction thereof for the association as of March 1 of the convention year.
B. Election shall be by ballot, except when there is no more than one nominee for each delegate and alternate position, election may be by voice vote. This election shall be held at the ____________ meeting.
C. Vacancies in delegate or alternate positions may be filled by the president.

ARTICLE X
Dissolution

In the event of the dissolution of the association, the assets shall be liquidated and distributed to ____________ in accordance with government regulations. No funds shall inure to the benefit of individual members. The association charter shall be returned to NAP Headquarters.

ARTICLE XI
Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the proceedings of this association in all cases to which they are applicable and in which they are not inconsistent with the bylaws of NAP, these bylaws, any special rules of order the association may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

ARTICLE XII
Amendment

Section 1. These bylaws may be amended at any annual meeting of this association by a
two-thirds vote, provided that the amendment has been submitted in writing at least sixty (60) days prior to the meeting and in the call to the meeting.

Section 2. Any amendment to these bylaws necessitated by amendments to NAP Bylaws shall be effected by the board of directors and reported to the membership in writing at least sixty (60) days following the adoption of such amendments by NAP.

ENDNOTES

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NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

(1) Insert the full name of the association, followed by any acronym by which the association is known. Use of the acronym alone is acceptable after Article I.

(2) See NAP Bylaw Article IV Section 3C. Additional objectives may be included as long as they are in compliance with Article II of NAP’s Articles of Incorporation/Agreement.

(3) See NAP Bylaw Article IV Section 8A1.

(4) See NAP Bylaw Article IV Section 8A2.

(5) See NAP Bylaw Article IV Section 8A5.

(6) See NAP Bylaw Article IV Section 3D.

(7) Dues amounts can be in the association’s standing rules with only a statement about how dues can be amended in the bylaws.

(8) See NAP Bylaw Article III Section 3C. The association is not required to offer student dues reduction for association dues.

(9) See NAP Bylaw Article III Section 3E.

(10) See NAP Bylaw Article III Section 3F.

(11) See NAP Bylaw Article III Section 3G.

(12) See NAP Bylaw Article III Section 3H.

(13) Careful consideration should be given to whether terms should run for a fixed period “or” until successors are elected, as in this sample, or for a fixed period “and” until successors are elected. See RONR (10th ed.) p. 557, Content and Composition of Bylaws; p. 642-643, Remedies Against Misconduct or Dereliction of Duty in Officers.

(14) The association should choose either annual meetings/conventions or biennial meetings/conventions. The title for this section would need to change accordingly.

(15) It is wise to pick a time (spring, fall, or specific month) for the annual meeting. If the association is to meet biennially, such time could be stated as “odd year” or “even year,” but a month or time of the year should be provided. Also, remember you could have an annual meeting in one year and a convention in alternate years. Whatever option you decide to use, make sure it is extremely clear and all necessary information is provided. You may want to refer to NAP Bylaw Article VII–Meetings for example of what you may want to include in such a section if you go beyond more than an annual meeting.

(16) See RONR (10th ed.) p. 20, Quorum of Members, for size of quorum.

(17) The board can consist of whomever the association wants.

(18) Include conditions under which an office can be declared vacant.

(19) The association can include any committees deemed necessary.

(20) The inclusion of the education committee ensures compliance with NAP Bylaw Article
IV Section 3C.

(21) See *RONR (10th ed.*) pp. 459–462, Minutes and Reports of Officers, and p. 569, Content and Composition of Bylaws, concerning the appointment of an auditing committee.

(22) See *RONR (10th ed.*) p. 440, Officers–Administrative Duties of the President of a Society, concerning president as an ex-officio member of committees.

(23) See NAP Bylaw Article VII Section 2B concerning delegate representation at NAP meetings.

(24) See NAP Bylaw Article XVI.