



NATIONAL ASSOCIATION
OF PARLIAMENTARIANS®

Bylaws

September 2015

NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

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
19 who has given exceptional service to NAP or who has added distinction to the
20 parliamentary profession. An individual shall be granted honorary membership by a two-
21 thirds vote of the convention upon recommendation by the NAP Board of Directors.
22 Honorary members shall not pay dues, shall receive a complimentary subscription to the
23 *National Parliamentarian*®, and shall have none of the other obligations, rights, and
24 privileges of membership. Honorary members shall retain their honorary membership
25 status upon joining a dues-paying classification of membership. Upon joining a dues-
26 paying classification, the member shall have all the obligations, rights, and privileges of
27 that 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
69 current edition of Robert's Rules of Order Newly Revised shall by that fact be deemed
70 to qualify for and retain professional registered membership provided they pay the
71 dues 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,
82 and 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
90 forfeiture. After the passage of that year a former regular member may apply for membership
91 as provided 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
95 period remains the same regardless of the date of reinstatement.

96 **D. Professional Registered.** If a professional registered member's reinstatement is within the
97 six-year period of the member's qualification as a PRP®, the member shall retain PRP®
98 status. If not, the member shall be reinstated as an RP®. The professional registered
99 member's six-year 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
103 members shall be prorated monthly for the remaining calendar year of their initial
104 membership and shall 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 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
127 not paid by March 1. All associations shall use the same dues payment, delinquency, and
128 forfeiture dates pertaining to NAP dues and membership for association dues and
129 membership.

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

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

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

138 **ARTICLE IV**
139 **DIVISIONS**

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

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

154 **A. District Conferences.**

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

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

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

179 district director within sixty days after the vacancy, the vacancy may be filled by the
180 NAP Board of Directors.

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

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

194 **Section 3. Associations.**

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

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

206 **C. Association Purpose.** Associations shall promote the object and educational programs of
207 NAP.

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

210 **E. Bylaws of an Association.**

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

224 **F. Charter Revocation.** When recommended by the NAP President or the district director of
225 the district to which the association belongs, the charter of an association may be revoked by
226 the NAP Board of Directors by a two-thirds vote by ballot for failure to do one or more of the
227 following:

- 228 1. maintain the required minimum membership;
- 229 2. comply with the object of NAP;
- 230 3. comply with any federal, state, or local government filing requirements for maintenance
231 of NAP's tax-exempt status;
- 232 4. bring its bylaws into compliance with NAP Bylaws and provide a copy of the current
233 bylaws to NAP Headquarters;
- 234 5. hold meetings at least annually; or
- 235 6. promote NAP educational programs.

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

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

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

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

246 **Section 5. Units.**

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

249 **B. Electronic Units.**

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

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

257 **D. Bylaws of a Unit.**

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

- 268 4. A unit shall adopt NAP's fiscal year as prescribed in Article XIII, Section 3, for filing
269 annual tax forms.
- 270 5. A unit shall communicate with NAP Headquarters on an annual basis, either certifying no
271 change in the unit's bylaws or providing a current copy of its bylaws. (See Article IV,
272 Section 5E4).

273 **E. Charter Revocation.** When recommended by the NAP President or the president of the
274 association to which the unit belongs, the charter of a unit may be revoked by the NAP Board
275 of Directors by a two-thirds vote by ballot for failure to do one or more of the following:

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

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

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

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

291 **A. Definitions.**

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

314 delegates to which the association or unit is entitled at NAP conventions. In accordance
315 with Article IV, Section 3E2 and Section 5D2, provisionals may be members of
316 associations and units.

317 **B. Criteria.**

318 1. A member of NAP, who is registered as in attendance, has paid the appropriate
319 registration fee, and meets either of the following requirements may vote at the district
320 conference:

321 a) primary member of an association in the district; or

322 b) member whose principal residence is in an unchartered state or province in the
323 district and who is not a primary member of any association.

324 2. A member of NAP whose principal residence is in a state or province with an association
325 shall belong to at least one association which may be a different association than that of
326 the state or province in which the member resides. A member of NAP may belong to any
327 number of associations. A member of NAP whose principal residence is in an
328 unchartered state or province shall not be required to belong to an association.

329 3. A member of NAP may belong to any number of units. A member of NAP who is a
330 member of a unit shall be a member of the association to which the unit belongs.

331 **C. Designation of Primary Membership.**

332 1. Members of more than one association may designate their unit of primary membership
333 at the time of paying NAP and association dues in accordance with Article III, Section
334 3F.

335 2. A primary member of a unit shall be also a primary member of the association to which
336 the unit belongs.

337 3. Members of more than one association who have not designated any unit as their unit of
338 primary membership shall designate their primary association membership at the time of
339 paying NAP and association dues in accordance with Article III, Section 3F.

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

343 **ARTICLE V**
344 **OFFICERS**

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

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

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

350 1. shall be a professional registered parliamentarian;

351 2. shall have been a member for at least five consecutive years immediately before the
352 beginning of the term for which nominated; and

353 3. shall have served on the NAP Board of Directors for at least two terms before the
354 beginning of the term for which nominated.

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

356 1. shall be a professional registered parliamentarian;

- 357 2. shall have been a member for at least three consecutive years immediately before the
358 beginning of the term for which nominated; and
359 3. shall certify having a background in information processing.

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

- 361 1. shall be a professional registered parliamentarian;
362 2. shall have been a member for at least three consecutive years immediately before the
363 beginning of the term for which nominated; and
364 3. shall certify having a background in accounting, finance, or management.

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

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

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

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

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

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

381 **Section 7. Vacancy in Office.**

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

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

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

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

- 391 1. shall be the chief executive officer and official spokesman of NAP;
392 2. shall appoint, subject to the approval of the NAP Board of Directors, the following:
393 a) the editor, the assistant editor, the parliamentary research editor, the parliamentary
394 research team, the parliamentary consultant, and the parliamentary review committee
395 for the *National Parliamentarian*®;
396 b) the chairman of each standing committee except the ethics committee;
397 c) the members of each standing committee and subcommittee except the membership
398 extension and retention committee and the ethics committee;
399 d) the chairman and members of each special committee; and
400 e) the convention coordinator and workshop coordinator, and NAP Training Conference
401 coordinator and workshop coordinator;

- 402 3. may authorize special committees;
- 403 4. shall appoint a parliamentarian who must be a professional registered member;
- 404 5. shall nominate the following:
- 405 a) two professional registered members to serve on the ethics committee; and
- 406 b) a member of the ethics committee to serve as committee chairman;
- 407 6. shall preside over meetings of the NAP Board of Directors;
- 408 7. shall be ex officio a member of all NAP committees, except the ethics committee, unless
- 409 the president designates another member of the NAP Board of Directors to serve in his or
- 410 her place;
- 411 8. shall be responsible for the oversight of the *National Parliamentarian*[®] and the NAP
- 412 website;
- 413 9. shall appoint a webmaster; and
- 414 10. shall appoint an NAP member to serve as a legal liaison without compensation.

415 **B. Duties of the Vice-President.** The vice-president shall perform such duties as prescribed by

416 the president or the NAP Board of Directors.

417 **C. Duties of the Secretary.** The secretary shall:

- 418 1. record the minutes of all meetings of the membership and the NAP Board of Directors;
- 419 and
- 420 2. write a narrative history of the biennium.

421 **D. Duties of the Treasurer.** The treasurer shall:

- 422 1. give general oversight to the management of all NAP funds;
- 423 2. present the proposed budget, with recommendations, for adoption by the NAP Board of
- 424 Directors at the first meeting (post-convention) of the following biennium;
- 425 3. make a financial report to the NAP Board of Directors at each meeting and at other times
- 426 when requested by the NAP President or the NAP Board of Directors;
- 427 4. submit the most recent budget report and financial statement at the annual membership
- 428 meeting; and
- 429 5. invest in, sell, or reinvest in securities and accounts of any type as the need or opportunity
- 430 arises, with the approval of the NAP Board of Directors.

431 **E. Duties of the Directors-at-Large.** The directors-at-large may be assigned duties by the

432 president or by the NAP Board of Directors.

433 **Section 9. Appointments by Incoming President.** The incoming president shall be authorized to

434 appoint the committees apart from the NAP Board of Directors committees for the ensuing biennium.

435 The incoming NAP Board of Directors shall be authorized to meet to approve presidential

436 appointments for the ensuing biennium.

437 **ARTICLE VI**

438 **MEETINGS**

439 **Section 1. Annual Meetings.** A membership meeting shall be held annually.

- 440 **A.** In odd-numbered years, the membership meeting shall be the convention, at which the
- 441 delegates shall have all the rights and authority of members.
- 442 **B.** In even-numbered years, the membership meeting shall be held in conjunction with the NAP
- 443 Training Conference.

444 **Section 2. Conventions.** A convention shall be held in August, September, or October of each odd-
445 numbered year at a place, date, and time determined by the NAP Board of Directors for the purpose
446 of electing officers, receiving reports, and transacting such other business as shall properly come
447 before it.

448 **A. Call to Convention.** The call to convention, giving notice of the place, date, and time of the
449 convention, shall be published in the *National Parliamentarian*[®] and sent by July 1 of the
450 convention year.

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

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

483 **C. Eligibility to Serve as Delegate.** Associations and unchartered states, provinces, or countries
484 may select any member-at-large of NAP or any member-at-large of any association to serve
485 as a delegate or an alternate to whom they are entitled by Article VI, Section 2B6b, 2B7b or
486 2B7c. Associations, unchartered states, provinces, or countries, and units may select any NAP
487 member to serve as a delegate or an alternate to which they are entitled by other provisions of
488 this section.

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

492 **Section 3. Membership Meetings in Even-Numbered Years.** A meeting of the membership shall
493 be held in conjunction with the NAP Training Conference at a place, date, and time determined by the
494 NAP Board of Directors for the purpose of receiving reports on the activities and financial condition
495 of the corporation by the NAP President and the NAP Treasurer. The call to membership meeting in
496 each even-numbered year, giving notice of the place, date, and time of the meeting, shall be published
497 in the *National Parliamentarian*[®] and sent by January 1 of the meeting year. The quorum for the
498 membership meeting shall be 50 members.

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

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

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

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ARTICLE VII NAP BOARD OF DIRECTORS

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

517 **Section 2. Duties.**

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

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

- 523 1. at its first meeting (post-convention):
- 524 a) prepare and adopt an annual budget for each year of the biennium;
 - 525 b) elect two professional registered members to membership on the ethics committee;
526 and
 - 527 c) elect a member of the ethics committee to serve as committee chairman;
- 528 2. approve appointments by the NAP President of standing and special committee chairmen,
529 members, and subcommittee members; convention coordinator and workshop
530 coordinator; NTC coordinator and workshop coordinator; and the editor, the assistant
531 editor, the parliamentary research editor, the parliamentary research team, the
532 parliamentary consultant, and the parliamentary review committee for the *National*
533 *Parliamentarian*[®];

- 534 3. make employment decisions concerning the NAP Executive Director;
535 4. adopt policies regarding the management, compensation, and fringe benefits provided to
536 NAP personnel;
537 5. determine the quantity of educational or promotional materials and the sales price for all
538 such materials;
539 6. analyze at least annually the association's progress in achieving its objectives and report
540 the findings to the membership;
541 7. provide leadership and strategic planning for NAP and present progress and results of the
542 plan at each annual meeting of the association;
543 8. set the place, date, and time of board meetings;
544 9. determine and give notice of the place, date, and time of special meetings of the
545 membership in accordance with Article VI, Section 4;
546 10. determine the place, date, time, and registration fee for the biennial convention, the NAP
547 Training Conference, membership meetings, and the Leadership Conference;
548 11. set the fees for examinations, courses, reinstatement, and other services related to
549 membership;
550 12. exercise general supervision of the finances and investments, including exploring and
551 implementing programs to generate substantial income from sources other than dues;
552 13. determine the passing grade for *[both the membership and registration examinations]* the
553 membership examination;

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

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

578 **Section 3. Meetings.**

579 **A. Regular.** Regular meetings of the NAP Board of Directors shall be held at least five times
580 during each biennium. Places, dates, and times shall be established by the NAP Board of
581 Directors. Regular meetings of the NAP Board of Directors may be called by the NAP
582 President, provided that polling of the members in advance of the meeting call indicates that
583 at least a quorum would be expected to be present for each such meeting. Call of a regular
584 meeting shall be given orally at least fifteen days before the meeting or sent at least twenty
585 days before the meeting to each member of the NAP Board of Directors, except that the call
586 for the first meeting (post-convention) of each biennium shall be published in an issue of the
587 *National Parliamentarian*[®] sent before the convention. Notice may be waived by the
588 members of the NAP Board of Directors in accordance with statutory requirements.

589 **B. Special.** Special meetings of the NAP Board of Directors may be called by the NAP
590 President and shall be called upon the written request of three members of the NAP Board of
591 Directors with call given at least twenty-four hours before the meeting. Notice may be waived
592 by the members of this board in accordance with statutory requirements. Officers present at a
593 meeting shall be deemed to have received, or to have waived, notice.

594 **C. Observers.** With the exception of executive sessions, members of NAP may attend meetings
595 of the NAP Board of Directors as observers.

596 **Section 4. Quorum.** A majority of the NAP Board of Directors shall constitute a quorum.

597 **Section 5. Emergency Powers.** If a quorum of the directors cannot readily be assembled because of
598 some catastrophic event, the exercise of emergency powers is authorized as provided in the District of
599 Columbia statutes governing nonprofit corporations.

600 **ARTICLE VIII**
601 **EDUCATION AND TRAINING CONFERENCES**

602 **Section 1. Leadership Conference.**

603 **A. Purpose.** A Leadership Conference shall be held annually at a place, date, and time to be
604 determined by the NAP Board of Directors for the purpose of education, orientation,
605 networking, and sharing experiences.

606 **B. Attendance.** Attendance shall be restricted to NAP members. The NAP Board of Directors
607 may further specify required qualifications for attendance and may limit the number of those
608 attending.

609 **Section 2. NAP Training Conference.** The NAP Training Conference shall be held in August,
610 September, or October of each even-numbered year at a place, date, and time to be determined by the
611 NAP Board of Directors for the purpose of parliamentary and professional education.

612 **ARTICLE IX**
613 **COMMITTEES**

614 **Section 1. Standing Committees.**

615 **A. Composition, Accountability, Ex officio Members, Subcommittees, and Term.** The
616 standing committees of NAP shall be bylaws, communications, educational resources, ethics,
617 international services, membership examiners, membership extension and retention,
618 professional development, and youth.

619 1. Members of each committee shall be members of NAP, except that members of the
620 professional development committee and the special committee to consider and resolve
621 appeals from decisions of the professional development committee shall be professional

- 622 registered members and the members of the membership examiners committee shall be
623 professional registered or registered members.
- 624 a) The membership extension and retention committee shall consist of the district
625 directors.
- 626 b) When the drafting of a bylaws revision is authorized, the bylaws committee shall
627 consist of a chairman and at least five other members.
- 628 c) The ethics committee composition shall be as provided in Article XI.
- 629 d) Other standing committees shall consist of a chairman and at least three other
630 members.
- 631 e) No member shall simultaneously serve as chairman of more than one standing
632 committee.
- 633 2. All standing committees shall report to the NAP Board of Directors and shall be
634 responsible to the NAP President between meetings of the board. Policy set by a
635 committee shall be approved by the NAP Board of Directors.
- 636 3. Ex officio members:
- 637 a) The NAP President or the NAP President's designee shall be ex officio a member of
638 each standing committee, except the ethics committee. A presidential designee shall
639 not be counted in determining a quorum but shall have voting rights.
- 640 b) The chairman of each standing committee shall be ex officio a member of all
641 subcommittees of that committee.
- 642 4. Subcommittees may include nonmembers of a committee and nonmembers of NAP
643 recommended by the chairman, appointed by the NAP President, and approved by the
644 NAP Board of Directors.
- 645 5. The term for committee members shall correspond to that of the officers, except for the
646 ethics committee, whose terms are prescribed in Article XI.
- 647 **B. Bylaws Committee.** In regard to NAP Bylaws and Standing Rules, the bylaws committee
648 shall:
- 649 1. review all submitted amendments and edit for composition;
- 650 2. consolidate similar amendments for joint proposal subject to acceptance by the proposers;
- 651 3. possess the right to originate amendments;
- 652 4. submit proposed amendments to the members together with the committee's
653 recommendations for action;
- 654 5. ensure, with the assistance of legal counsel, that the bylaws are in compliance with
655 applicable federal and state statutes;
- 656 6. in the event a revision is authorized, prepare and submit the proposed revision; and
- 657 7. review and approve bylaws for new associations, units, and youth groups.
- 658 **C. Communications Committee.** The communications committee shall:
- 659 1. investigate and recommend methods of acquainting the general public with the functions
660 and services of NAP;
- 661 2. investigate and recommend methods and systems for increasing the communication and
662 marketing functions of NAP;
- 663 3. enlist cooperation of local members for publicity relative to NAP, district, and association
664 meetings;
- 665 4. prepare and administer marketing plans for NAP services and educational materials; and
- 666 5. be responsible for NAP public relations and marketing.

- 667 **D. Educational Resources Committee.** The educational resources committee shall:
668 1. create and develop educational materials for publication in the name of NAP;
669 2. with the exception of material for the *National Parliamentarian*[®], approve educational
670 materials which are to be used in the name of NAP; and
671 3. be responsible for the continuing development of comprehensive educational materials to
672 be promoted in cooperation with associations, units, educational institutions, and
673 community organizations.

- 674 **E. International Services Committee.** The international services committee shall:
675 1. advocate for NAP members who reside outside the United States by reviewing,
676 supporting, and promoting services, goods, materials, and policies that contribute to
677 their membership, credentialing, and inclusion in NAP;
678 2. assess NAP services, goods, materials, and policies focusing on reducing barriers
679 specific to members who reside outside the United States;
680 3. identify issues of culture and language that affect the acceptance of NAP
681 internationally;
682 4. explore and recommend strategies to increase NAP membership abroad; and
683 5. recommend and oversee the translation of English language parliamentary material
684 into other languages.

- 685 **F. Membership [and Registration] Examiners Committee.** The membership [*and*
686 *registration*] examiners committee shall:
687 1. process applications for membership in NAP;
688 2. review and update the membership examination questions;
689 3. prepare membership examinations;
690 4. submit to the NAP Board of Directors for approval any substantial changes in the
691 structure or administration of the membership examination; and
692 5. administer the membership examination.
693 [*6. process applications for registered status in NAP;*
694 *7. review and update the registration examination questions;*
695 *8. prepare registration examinations;*
696 *9. submit to the NAP Board of Directors for approval any substantial changes in the*
697 *structure or administration of the registration examination; and*
698 *10. administer the registration examinations.]*

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

- 703 **G. Membership Extension and Retention Committee.** The membership extension and
704 retention committee shall:
705 1. consist of the district directors;
706 2. promote recruitment, extension, and retention of membership and the formation of
707 associations and units; and
708 3. coordinate the membership activities of the district directors.

- 709 **H. Professional Development Committee.** The professional development committee shall/:
710 1. *develop and upgrade the curricula of the courses for credentialed members;*

- 711 2. *be responsible for courses and other requirements for attaining and retaining the PRP®*
712 *classification and retaining the RP® classification; and*
713 3. *submit to the NAP Board of Directors for approval any proposed changes in the*
714 *requirements for attaining or retaining the PRP® classification and retaining the RP®*
715 *classification or any substantial changes in the structure or administration of courses.]*
716 develop educational programs for all levels of the body of knowledge.

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

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

- 722 1. encourage participation by youth in the programs of NAP;
723 2. develop methods of attracting and retaining youth in NAP;
724 3. promote partnerships and increased participation in joint ventures with other youth
725 organizations in support of their parliamentary and leadership development programs;
726 and
727 4. work cooperatively with the NAP Educational Foundation to promote youth activities.

728 **Section 2. Special Committees.** Special committees may be created as necessary by the convention,
729 the NAP Board of Directors, or the NAP President.

730 **ARTICLE X**
731 **COMMISSION ON CREDENTIALING**
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733 **Section 1. Composition.** There shall be six members of the Commission on Credentialing. At least
734 five members must be credentialed (PRP®/RP®) and one may be a regular member. Members of the
735 board of directors are not eligible to serve on this commission. Members of the commission cannot
736 teach courses leading to initial credentialing at any level.

737 **Section 2. Authority.** The commission shall have full authority to administer the credentialing
738 program of NAP and may appoint committees to carry out its duties.

739 **Section 3. Term.** Members of the commission shall serve three-year staggered terms. Members of
740 the commission may serve two consecutive terms. Members may serve again after being out of office
741 for a full three years.

742 **Section 4. Election of Commission.** Members are elected by the RP® and PRP® members. The RP®
743 and PRP® members may remove commission members or the entire commission for cause with a vote
744 of two-thirds of the entire RP® and PRP® members.

745 **Section 5. Chairman.** The commission shall elect its chairman for a two year term.

746 **Section 6. Purpose.** The commission shall determine the professional credentials to be offered by
747 NAP (RP®, PRP® and others as determined by the commission), shall establish the criteria for
748 obtaining the credentials consistent with the body of knowledge, shall establish renewal requirements
749 and procedures, and shall rule on all appeals arising from the credentialing process.

750 **Section 7. Duties:** The commission shall:

- 751 A. administer the credentialing programs of the NAP within accepted psychometric practices;
752 B. approve education programs required to retain credentials;
753 C. initiate periodic job analysis studies and use the results to keep the body of knowledge current,
754 provided that any changes to the body of knowledge must be approved by the NAP Board of
755 Directors'
756 D. recommend pricing for credentialing programs to the Board of Directors;
757 E. promote the credentialing program; and
758 F. perform other duties related to the credentialing program as needed

Provisos:

1. The first commission will be elected by the NAP board of directors on or before March 31, 2016.
2. At the election of the first set of commissioners, two commissioners to be elected for one-year terms, two commissioners to be elected for two-year terms, and two commissioners to be elected for three-year terms.
3. 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**

762 **Section 1. Ethics Committee.**

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

775 **Section 2. Complaints.**

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

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**ARTICLE XII
ELECTRONIC MEETINGS AND COMMUNICATIONS**

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

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

794 **ARTICLE XIII**
795 **ADMINISTRATIVE OPERATIONS**

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

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

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

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

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

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

814 **ARTICLE XIV**
815 **INDEMNIFICATION**

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

820 **ARTICLE XV**
821 **PARLIAMENTARY AUTHORITY**

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

826 **ARTICLE XVI**
827 **AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS**

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

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

- 833 1. has been submitted by the bylaws committee, the NAP Board of Directors, a standing or
834 special committee, a district conference, two associations or their board of directors, three
835 units, or at least ten NAP members-at-large;

836 2. if originated by other than the bylaws committee, has been submitted to that committee
837 on or before February 1 in the year of the convention; and

838 3. has been mailed or sent by electronic communication in accordance with Article XII,
839 Section 2 to the members no later than July 1 in the year of the convention together with
840 identification of proposer(s) and the committee's recommendations for action.

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

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

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

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

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