

**District of Columbia Government  
Corporations Division  
Articles of Incorporation of Domestic Non-Profit Corporation**

**ARTICLE I  
NAME**

The name of this nonprofit corporation shall be National Association of Parliamentarians.

**ARTICLE II  
TERM**

These articles shall exist in perpetuity.

**ARTICLE III  
PURPOSE**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code. To the extent consistent with this exclusive purpose, this corporation is organized, in general, for all purposes compatible with both (1) designation as a tax-exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code or any successor provision, and (2) organization as a non-profit corporation pursuant to the District of Columbia Non-Profit Corporation Act or any successor act. In addition to and in furtherance of these general purposes, this corporation shall have the following specific purposes only, to the extent that such specific purposes conform to the exclusive purpose stated above and the general purposes stated above: educational, scientific, and literary purposes of studying, teaching, promoting and disseminating the philosophy and principles underlying the rules of deliberative assemblies; furthering the growing interest in parliamentary rules in both public and private schools on all levels; bringing into closer cooperation the parliamentarians throughout the world; inculcating and upholding the general principles of obedience to law and lending moral aid and strength to the parliamentary activities of its members; awarding such certificates of proficiency as the bylaws may provide; providing educational services and facilities regarding instruction in the deliberative process, participatory democracy, parliamentary and meeting procedures, the law of nonprofit and member-governed organizations, and member-based governance to the professional and volunteer leadership and active members of local, state, regional, national, and international membership associations, public officials, and members of the general public; serving as a registered agent for other nonprofit, tax-exempt entities incorporated, organized, or doing business in the District of Columbia; and carrying out such other activities as may be necessary or useful in the furtherance of the general and special purposes stated above.

## **ARTICLE IV MEMBERS**

This corporation will have members.

**Section 1. Classes of Members.** The corporation shall have so many classes of membership, with such rights, privilege, and duties, as may be stated in the bylaws.

**Section 2. Voting Rights of Members.** The members shall have voting rights, which may be direct or indirect through an assembly of delegates, as provided in the bylaws. The nature and extent of such voting rights, and the issues on which the members may vote shall be as provided for in the bylaws.

## **ARTICLE V DIRECTORS**

The directors of the corporation shall be elected as provided in the bylaws.

## **ARTICLE VI GOVERNANCE**

**Section 1. Regulation of Internal Affairs.** The regulation of the internal affairs of the corporation shall be prescribed by the bylaws. The corporation shall be a member-governed corporation.

**Section 2. Amendment of Bylaws.** If the bylaws provide a procedure for amendment of the bylaws that requires longer notice, a more secure form of notice, greater specificity of notice, additional forms of notice, a higher quantum of vote required for adoption, or a different method of voting than that required for adoption of a fundamental transaction by the applicable statute, the procedure applicable to the amendment of the bylaws shall be necessary to effectuate such a fundamental transaction.

## **ARTICLE VII DISSOLUTION**

Upon the dissolution of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code. To the extent consistent with the above, dissolution and final liquidation of corporate assets shall be prescribed by the bylaws and the District of Columbia Non-Profit Corporation Act, consistent with maintenance of status as a tax-exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code or any successor provision. Except as may be otherwise required by law, NAP may at any time choose to dissolve pursuant to District of Columbia Code § 29-412.02–09, or any successor provision, or may be dissolved involuntarily but only in accordance with the requirements of District of Columbia Code § 29-412.20–23, or any successor provision; provided, however, that in the event of any liquidation, dissolution,

termination or winding up of NAP (whether voluntary, involuntary or by operation of the law), the property or assets of the corporation remaining after providing for the payment of its debt and obligations shall be conveyed, transferred, distributed and set over outright to one or more educational, charitable or literary institutions or organizations, created and organized for nonprofit purposes similar to those of the corporation, which qualify as exempt from income tax under Section 501(c)(3) of the Internal Revenue Code, 26 U.S.C. § 501(c)(3) as the directors of the corporation may designate by a majority vote and in such proportions and in such manner as may be determined in such vote; provided, further, that NAPPEF's property may be applied to charitable or educational purposes in accordance with the doctrine of *cy pres* in all respects as a court having jurisdiction in the premises may direct.

**ARTICLE VIII**  
**REGISTERED AGENT**

The Registered Agent in the District of Columbia shall be Rosalie H. Stroman, 933 Quincy St., NW, Washington, DC 20011. This agent may be changed from time to time by action of the NAP Board of Directors and filed with the government of the District of Columbia.