FRIDAY, September 23, 2011

Call to Order
The 38th Biennial Convention of the National Association of Parliamentarians® (NAP) was called to order by President Ronald R. Stinson, PRP, at 1:00 p.m. in the Grand Bay Ballroom of the Hilton St. Petersburg Bayfront Hotel in St. Petersburg, Florida on Friday, September 23, 2011.

Opening Ceremonies
The opening invocation was given by Rev. David Miller, Senior Pastor of the First United Methodist Church of St. Petersburg. The posting of the colors was conducted by members of the United States Coast Guard, St. Petersburg. The assembly joined Medard Kaisershot, PRP, MN, in singing "The Star Spangled Banner.” President Stinson led the assembly in the Pledge of Allegiance to the Flag of the United States of America.

President Stinson introduced those seated at the head table: Ruth Ryan, PRP, Youth Committee Chairman; Mary Remson, PRP, President of the American Institute of Parliamentarians; David Timmons, Keynote Speaker; Henry M. Robert III, PRP; Medard Kaisershot, PRP; David R. Miller, Senior Pastor of the First United Methodist Church; Barbara Redgrave Holloway; Carol Austin, PRP, Convention Chairman; James R. “Jim” Kennedy, Jr., Chairman of City Council of St. Petersburg; and in the Chair, Ronald R. Stinson, PRP, President.

Other Introductions (presented prior to Call to Order)
Also introduced were the following: Maurice Henderson, PRP, Vice-President; Sandra K. Olson, PRP, Secretary; Steve Glanstein, PRP, Treasurer; Ann Guiberson, PRP, Director-at-Large; Mary Randolph, PRP, Director-at-Large; Carl S. Silverman, PRP, Director-at-Large; Kirk Overbey, PRP, Bylaws Committee Chairman; Charlotte Buchanen, PRP, Registration Examination Examiners Committee Chairman; Nylanne Scheidegger, PRP, Membership Examiners Committee Chairman; and other members of the NAP Board of Directors: District One Director, George Mervosh, PRP; District Two Director, Michael Wagner-Diggs, PRP; District Three Director Gladys Reid, PRP; District Four Director Patricia Lewis, PRP; District Five Director, Vera Chernecki, PRP; District Six Director, Ella Carlson, PRP; District Seven Director, Gayla Stone, PRP; Nancy Sylvester, PRP, Parliamentarian.

Welcome and Responses
Barbara Redgrave Holloway, Treasurer of the Robert’s Rules of Order Association welcomed the assembly to the NAP 38th Biennial Convention. Conference Coordinator Austin welcomed the assembly to Florida and introduced the Assistant Coordinator Nancy Dauster, PRP, and other committee members. The theme for the convention was “Meetings of the World.” President Stinson recognized the contributions of the convention volunteers listed in the program.

St. Petersburg Councilman James R. Kennedy welcomed the assembly to St. Petersburg.


Greetings from the American Institute of Parliamentarians
Mary Remson, PRP, President of the American Institute of Parliamentarians, greeted the assembly on behalf of the organization.

NAP Past Presidents

Other Introductions
President Stinson introduced the following: Sarah Nieft, NAP Executive Director; TennieBee Hall, National Parliamentarian Editor; Viola Brannen, RPRP, Assistant Editor; Parliamentary Research Committee Chairman Rachel M. Glanstein, PRP; Committee members: Nancy Dauster, PRP; Thomas “Burke” Balch, PRP; and Nancy Sylvester, PRP; and Parliamentary Review Committee: Chairman Michael Malamut, PRP; Lyle Kleman, PRP; and John Wight, PRP; Harold R. Hall, NAP Webmaster; Ethics Committee: Chairman Helen McFadden, PRP; Frank Fitzgerald, PRP; and Ardith Inman, RPRP, Johnnie Brown-Swift, PRP, Workshop Coordinator, and Assistant Workshop Coordinator, Lucy Hicks Anderson, PRP, were introduced. Virginia Berberick, PRP, Leadership Conference Coordinator and Gloria Cofer, PRP, Assistant Leadership Conference Coordinator, were introduced. Rona Stinson was introduced.

Headquarters Staff Introductions
President Stinson presented NAP Headquarters staff Debbie Montavy, Stefanie Luttrell, and Dr. Leonard Young, PRP, Executive Director Designate.

NAP Educational Foundation Board of Directors Introductions
The president introduced the NAP Educational Foundation Board of Directors: Sandra K. Olson, PRP, President; Nancy Sylvester, PRP, Vice-President; Michael Wagner-Diggs, PRP, Secretary; Ann Guiberson, PRP, Treasurer; and Trustees Dollie McPartlin, PRP, and Gayla Stone, PRP; and Ronald R. Stinson, PRP, ex-officio.
Introductions of Student Representatives:
Ruth Ryan, PRP, Chairman of the Youth Committee, introduced the following NAP Youth Partnership representatives: Nadine Goldberg, Future Business Leaders of America; Kayla Petree, Phi Beta Lambda; Sara Sapp, Health Occupations Students of America; Gabija Stonyte, Business Professionals of America; and Kelcie Sturgeon, Family, Career, and Community Leaders of America; Jeremy Johansen, Foundation Scholar; and Cody McPherson, Foundation auctioneer.

Authorship Team Introductions

Introductions of Robert’s Rules Association Members
Members of the Robert’s Rules Association were introduced. They were: Martyn Robert Redgrave, President; Donald Hague, Vice-President; Barbara Redgrave Holloway, Treasurer; and John Robert Redgrave, Author’s Agent and chairman of the executive committee.

Introductions of Publisher Editors
Bob Pigeon, Executive Editor of DaCapo Press, was introduced as publisher’s editor for the Robert’s Rules of Order Newly Revised Eleventh Edition.

Keynote Address
The keynote address entitled “Reviving the Lost Art of Leadership” was given by David Timmons.

The assembly stood at ease at 3:00 p.m. to prepare for the business meeting.

Call to Order
President Stinson called the first business session to order at 3:15 p.m. in the Grand Bay Ballroom with Secretary Sandra Olson present.

Introductions
President Stinson introduced those seated at the head table: Maurice Henderson, PRP, Vice-President; Thomas “Burke” Balch, PRP, 11th Edition Consultant; Gloria Cofer, PRP, Assistant; Nancy Sylvester, PRP, Parliamentarian; Steve Glanstein, PRP, Treasurer; Kay Crews, PRP, TX, Technician; and Sandra K. Olson, PRP, Secretary.

Second Tier:
Paul McClintock, PRP, WA, Keypad Assistant; Daniel Ivey-Soto, PRP, NM, Keypad Motion Organizer; Keith Strachan, Technician, Moss Cairnes, LLC; Bylaws committee members: Kirk Overbey, PRP, TX; Alison Wallis, PRP, LA; and Joy Myers, PRP, OH; Spotters: Ann Homer, PRP, NY; Donna Micetic, PRP, AZ; and Lynna Gene Cook, RP, NE; Timekeepers: Chairman
Freddie Colston, PRP, MD; Loretta Finck, NY; also Gwendolyne Brown, DC; and James Reed, MS (will rotate in as timekeepers).

Motion table: Ann L. Rempel, PRP, KS; Marcy Sylvester Ceranek, IL; George Mervosh III, PRP, PA; and Betty Tunstall, PRP, MD.

Keypad Voting
Nancy Sylvester, PRP, presented directions for the use of the keypads for voting.

Credentials Report
Credentials Committee Chairman Dennis Clark moved adoption of the first credentials report as of September 23, 2011:
Board of Directors 19; Chairman of Nominating Committee 0; NP Editor 1; Past Presidents of NAP 5; Association Delegates 155; Unchartered State/Provinces Delegates 6; Unit Delegates 132; Club Delegates 1; Youth Group Delegates 0; Number of delegates entitled to vote 321; Number of non-voting members and guests 27; Total number in attendance 348.
Assembly Action: Credentials report adopted.

Convention Standing Rules
On behalf of the Convention Standing Rules Committee, Ann Rempel, PRP, moved adoption of the convention standing rules which were amended to read:

1. DELEGATES: Only delegates may be seated in the delegate section of the assembly hall.

2. BADGES: Identification badges issued by the Credentials Committee shall be worn for admission to all meetings and educational workshops. Badges may not be transferred without proper action by the Credentials Committee.

3. CONVENTION COMMITTEES: The NAP President shall appoint all committees for the functioning of the convention.

4. VOTING:
   a) At the time of registration, the Credentials Committee shall issue the following to each delegate:
      i) a blue voting card. If a delegate loses the voting card, the delegate must report to the credentials desk to obtain a replacement card.
      ii) a yellow keypad card. The keypad card shall be exchanged for a voting keypad for business meetings. Voting keypads shall not be removed from the assembly hall. At the conclusion of a business meeting or when leaving the assembly hall for any other reason, a delegate shall exchange the voting keypad for a yellow keypad card.

1 Correction made by Credentials Committee during Saturday business session.
b) When directed by the presiding officer, a delegate, while remaining seated, shall vote by:
   i) using the keypad or, if directed by the presiding officer,
   ii) raising the blue voting card.

Voting by either of these methods shall be deemed to be a Division of the Assembly. The presiding officer shall direct any necessary change to these procedures, such as for a counted rising vote.

5. DELEGATE RECOGNITION:
   a) Any delegate entitled to speak shall go to the appropriate microphone. For this purpose, there shall be microphones in each of the two aisles, one-half affirmative microphones and one-half negative microphones. Facing the stage, the affirmative microphones shall be on the left side of the aisle and the negative microphones on the right side of the aisle.
   b) A microphone monitor shall be assigned to each microphone for the purpose of facilitating any movement in the line at the microphone and for notifying the presiding officer of the delegate’s intent.
   c) A delegate wishing to speak shall go to the appropriate microphone and advise the microphone monitor of his or her intent so that the appropriate sign may be raised.
      i) WHITE when intending to make a motion other than those described in subsections iv and v.
      ii) GREEN when intending to speak in the affirmative on the immediately pending motion.
      iii) RED when intending to speak in the negative on the immediately pending motion.
      iv) YELLOW when intending to raise a point of information or to make a parliamentary inquiry.
      v) BLUE when intending to make any other interrupting motion.
   d) Upon recognition by the presiding officer, a delegate shall state his or her name and delegate status (unit, or member-at-large, and state/province/country).
   e) The maker of a motion may use any microphone to make a motion and for the first speech in debate.
   f) When a delegate advises a microphone monitor of intent to make an interrupting motion, the monitor shall usher the delegate to the head of the line (but behind any delegates already in line who have previously told the monitor of their intent to make an interrupting motion).

6. DEBATE:
   a) Debate shall alternate between delegates speaking in the affirmative and the negative.
   b) For each debatable motion relating to the revision, a delegate shall be limited to one speech of not more than two minutes.
   c) Total debate on each main motion, except the bylaws revision, shall be limited to no more than fifteen minutes, unless specified otherwise in these rules.
d) Extension of debate on any of the time limits established in these rules shall require a two-thirds vote.

7. REVISION:
   a) The 2009-2011 Bylaws Committee shall be authorized to correct article and section designations, punctuation, and cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of the membership in connection with the proposed bylaws revision considered at the NAP 38th Biennial Convention.
   b) The proposed revision of the bylaws shall be considered seriatim (article by article). The reading of each article shall not be required.
   c) During the seriatim consideration of the proposed bylaws revision, proposed amendments to the revision received by the NAP Secretary from delegates prior to July 1, 2011, shall be considered first, before proposed amendments coming from the floor. The delegate who submits an amendment must be present at the meeting and move adoption of the amendment. The bylaws committee shall be authorized to combine similar amendments received by the July 1, 2011, deadline. The bylaws committee shall recommend to the president the proposed order for consideration of the pre-submitted amendments.
   d) The president shall determine the order in which the pre-submitted amendments will be considered and announce it at the start of consideration of the revision. When the time arrives for the consideration of each pre-submitted amendment, the president shall recognize the delegate who submitted it to move its adoption.
   e) During the seriatim consideration of the proposed bylaws revision, total debate for each article shall be limited to twenty minutes, at the conclusion of which no further amendment of that article can be moved until the entire document has been declared open to amendment. Total debate on the provisos shall be limited to twenty minutes, at the conclusion of which no further amendment of that article can be moved until the entire document has been declared open to amendment. Debate after the entire document has been declared open to amendment shall be limited to one hour, after which no further amendments to the document may be moved.
   f) A substitute to the proposed revision as a whole shall not be allowed.

8. MOTIONS:
   a) All motions except interrupting motions shall be written on an NAP Motion Form, signed by the maker, and delivered to the motion table, before making the motion.
   b) An amendment to strike out one word or a set of words in multiple places and to insert a different word or a set of words in all of those places shall be in order, and shall be deemed to include appropriate modifications in capitalization, punctuation, number (singular or plural), and case.

9. NEW BUSINESS:
   a) Items of new business (main motions or resolutions) shall be written on an NAP Motion Form, signed by the maker, and given to a page no later than the close of the business meeting on Sunday, September 25, 2011. The page shall immediately provide the item of new business to the NAP Parliamentarian who shall provide it to the Resolutions Committee.
b) The Resolutions Committee shall put in proper form all items of new business provided to it, so long as the intent of the motion or resolution is not changed.

c) With each motion/resolution presented to the delegate body by the Resolutions Committee, the committee shall submit its recommendation for the disposition of that motion/resolution. The recommendations may be:

   i) Recommend approval,
   ii) Recommend rejection,
   iii) Recommend approval after adoption of the following amendment,
   iv) Recommend referral to a committee or the board, or
   v) No recommendation.

d) Prior to the last business meeting, the Resolutions Committee may originate and draft its own resolutions for submission to the assembly.

10. CANDIDATE SPEECHES: Immediately after nominations for elected officers, each of the nominees shall be given two minutes to address the assembly.

11. ELECTION RULES:
   a) The election of officers and nominating committee shall be held Saturday, September 24, 2011 at the beginning of the business session.
   b) Voting shall be by electronic voting pads.
   c) No electioneering shall take place inside the convention hall.
   d) The president shall announce a number to push if a delegate wishes to vote for a candidate who has not been nominated (in place of a write-in vote). If no nominated candidate receives a majority of the votes cast, there shall be another vote conducted by paper ballot. The NAP President shall determine and announce the times and place for these elections.² ³

12. ELECTRONIC DEVICES: Mobile phones and pagers shall be placed in silent or vibrate mode during all business meetings and educational workshops. Video cameras and recording equipment, other than that approved by the NAP President, shall not be used in the assembly hall or in the educational workshops.

13. ANNOUNCEMENTS: All announcements shall be submitted to the NAP Secretary in writing. The Secretary shall present these announcements at the appropriate times during the convention.

14. SUSPEND THE RULES: These Convention Standing Rules may be suspended by a majority vote except that Rule 6d and this Rule 14 may be suspended only by a two-thirds vote.

Assembly Action: Convention Standing Rules adopted as amended by a two-thirds vote.

²Following an appeal from the decision of the chair that the amendment is not in order, Previous Question was ordered, and the appeal was not sustained.

³Previous Question ordered two additional times on amendments to the Convention Standing Rules. A point of order was made that the appeal did not receive a second. The point was not well taken.
Convention Program Committee
Convention Program Chairman Gloria Cofer moved that the printed agenda as found on pages 18-20 in the program be adopted.
Assembly Action: Convention Agenda adopted.

Convention Organization
The president announced that the 38th Biennial Convention of the National Association of Parliamentarians® was officially organized for business.

Appointments
President Stinson thanked the many convention committee members for their time and efforts.
He appointed the members to serve as the 2011 NAP Convention Minutes Approval Committee: Ella Carlson, PRP, TX; Chairman; Ruth Ryan, PRP, KY; and Wanda Livingston, PRP, MO.

President Stinson announced that the appointments of other committee chairmen are listed in the Convention Program. He presented the following appointments: Timer Freddie Colston, PRP, DC, assisted by Loretta Finck, NY; Gwendolyne Brown, DC and James Reed, MS; Spotters Ann Homer, PRP, New York; Donna Micetic, PRP, AZ; and Lynna Gene Cook, RP, NE; Chairman of the Pages Julie Palm, PRP, FL; Vice-Chairman John Rempel, PRP, KS; Angela Reynolds, RP, NE; Head Table Page; and Sharon Reed, MS, Chairman of the Floor Tellers.

Minutes Approval of the 2010 Annual Membership Meeting
The president thanked Ella Carlson, PRP, TX, Chairman, and committee members, Gladys Reid, PRP, GA; and Ruth Ryan, PRP, KY, for their assistance in approving the minutes of the Annual Membership Meeting held on August 28, 2010 at the Crowne Plaza Hotel, St. Paul, Minnesota. The minutes have been placed on file.

Provisions in NAP Bylaws Relating to Nominations and Elections
Alison Wallis read pertinent provisions from the NAP Bylaws Article VI, Nominations and Elections, Section 1, F, G, and H. and Section 2. Election of Officers.

Nominating Committee Report
Alison Wallis read the report of the Nominating Committee:
President: Maurice Henderson, PRP, MI
Vice President: Ann Guiberson, PRP, FL
Secretary: Ann Rempel, PRP, KS
Treasurer: Sandra K. Olson, PRP, NE
Directors-at-Large: James Jones, PRP, IL
Mary Randolph, PRP, WA
Ruth Ryan, PRP, KY

Nominations from the floor for elected officers:
President Stinson called for nominations from the floor. The following members were nominated:

- Steve Glanstein, PRP, HI, for President
- Evan Lemoine, PRP, CT, for Treasurer
- LeighWintz, PRP, VA, for Director-at-Large.
- Gladys Reid, PRP, GA, for Director-at-Large.

President Stinson declared nominations closed for all offices. Each candidate was given two minutes to address the assembly.

President Stinson thanked the 2009-2011 nominating committee for their time and work.

**Proposed Amendments to the Bylaws**

Sandy Olson, NAP Secretary, explained the process of amending the proposed revision document.

**Announcements:**

1. Meet and Greet the Candidates
   Meet and Greet the Candidates will be held, Friday, from 5:30 to 6:30 p.m. in the Lobby III.
2. The Eleventh Edition of *Robert’s Rules of Order Newly Revised* will be introduced by the authorship team at a dinner beginning at 6:45 p.m. Friday evening. Pre-ordered books may be obtained in the sales room until 6:30 p.m. New orders are available tomorrow morning.
3. District gatherings will begin following dinner around 9:00 p.m., and the rooms will be available until 11:00 p.m. this evening.
   - District One – HTC-III
   - District Two – HTC-II
   - District Three – Baybro
   - District Four – Williams
   - District Five – Demens
   - District Six – Harborview
   - District Seven – HTC-IV
   - District Eight – Tangerine South
4. Saturday morning, a continental breakfast will be available in the St. Petersburg Ballroom from 6:30 – 8:30 a.m. sponsored by DaCapo Press.
5. The business meeting will resume at 8:30 a.m. in this room.
6. The NAP Sales Room is the Skyway/Pier Room.
7. District Directors will meet immediately in the back of the room following this meeting.
8. Registration and Credentials will be open Sunday, September 25, 7:00 a.m. to 11:00 a.m. and will not be open on Monday.
9. Microphone monitors meet immediately after this meeting.
10. Attendees should not leave papers in the room after this meeting as another group is using the room.

**Adjournment**
The meeting adjourned at 5:20 p.m. to reconvene at 8:30 a.m. Saturday, September 24, 2011.

SATURDAY, September 24, 2011

Call to Order

President Stinson called the second business meeting to order at 8:30 a.m. on Saturday, September 24, 2011, with Secretary Olson present.

Inspiration

Sarah Nieft, NAP Executive Director, presented the inspiration.

Introductions

President Stinson introduced those seated at the head table: Maurice Henderson, PRP, Vice-President; Thomas “Burke” Balch, PRP, 11th Edition Consultant; Nancy Sylvester, PRP, Parliamentarian; Steve Glanstein, PRP, Treasurer; Kay Crews, PRP, TX; Technician; and Sandra K. Olson, PRP, Secretary.

Second Tier:
Paul McClintock, PRP, WA, Keypad Assistant; Daniel Ivey-Soto, PRP, NM; Keypad Motion Organizer; Keith Strachan, Technician, Moss Cairnes, LLC; Kirk Overbey, PRP, TX; Alison Wallis, PRP, LA; and Joy Myers, PRP, OH; Spotters: Ann Homer, PRP, NY, Donna Micetic, PRP, AZ; and Lynna Gene Cook, RP, NE; Timekeepers: Chairman Freddie Colston, PRP, MD; Loretta Finck, NY; also Gwendolyne Brown, DC; and James Reed, MS (will rotate in as timekeepers).

Motion assistant: Gloria Cofer, PRP, GA; Motion table: Ann L. Rempel, PRP, KS; Marcy Sylvester Ceranek, IL; George Mervosh III, PRP, PA; and Betty Tunstall, PRP, MD.

Recognition of First Timers:

The president recognized the first time attendees at the convention. They were identified with green badge ribbons. Also recognized were newly registered parliamentarians and professional registered parliamentarians.

The president thanked DaCapo Press for sponsoring the breakfast.

Credentials Report

Credentials Committee Chairman Clark moved adoption of the revised credentials report as of 8:15 a.m. on September 24, 2011: Board of Directors 19; Chairman of Nominating Committee 0; NP Editor 1; Past Presidents of NAP 6; Association Delegates 169; Unchartered States/Provinces Delegates 8; Unit Delegates 150; Club Delegates 1; Youth Group Delegates 0; Number of Delegates entitled to vote 354; Number of non-voting members and guests 27; Total number in attendance 381. A correction to the credentials report from the first business meeting was made.

Assembly Action: Credentials report adopted.
Amendment to Standing Rules

Motion: That on behalf of the Standing Rules Committee, to amend the Convention Standing Rules as adopted yesterday, Rule #5, c, iv, by striking “raise a point of” and inserting “make a request for.”

Without objection the motion was adopted.

Motion: Amend: Standing Rule 11 by striking “and Nominating Committee.”

Amendment adopted.

Motion: To change keypad lapse time currently at 30 seconds to 15 seconds.

Motion adopted.

The parliamentarian presented instructions for election by keypad.

A procedural point of order was made. The point was well taken.

Election Results:

President
Number of votes cast 341
Necessary for election 171
Maurice Henderson, MI, received 257
Steve Glanstein, HI, received 84
Illegal votes 0
Maurice Henderson was elected President.

Vice President
Number of votes cast 343
Necessary for election 172
Ann Guiberson, FL, received 320
Write in 23
Illegal votes 0
Ann Guiberson was elected Vice-President.

Secretary
Number of votes cast 342
Necessary for election 172
Ann Rempel, KS, received 329
Write in 13
Illegal votes 0
Ann Rempel was elected Secretary.

Treasurer
Number of votes cast 342
Necessary for election 172
Sandra K. Olson, NE, received 117
Evan Lemoine, RI, received 222
Write in 3
Illegal votes 0
Evan Lemoine was elected Treasurer.

Directors-at-Large
Number of votes cast 346
Necessary for election 174
James Jones, IL, received 236
Mary Randolph, WA, received 177
Ruth Ryan, KY, received 149
Gladys Reid, AL, received 153
Lee Wintz, MI, received 210
Write in 17
Write in 6
Write in 3
Illegal votes 0
James Jones, Lee Wintz, and Mary Randolph were elected Directors-at-Large.

Treasurer’s Report
Without objection, the Treasurer’s report was given before the President’s report. NAP Treasurer Steve Glanstein presented the financial report as directed by Article V, Section 5, D, 4.

The President’s report was presented. The membership and registration examinations are online.

Recognition of Membership Examination Committee
The members of the Membership Examination Committee were recognized for breaking history and recruiting over 1,000 new members during a single term.

Planned Giving Emphasis
Individuals were recognized for their contributions. They include: Viola Brannen, RPRP; Vera Mizell, Henry M. Robert III, PRP; Jean Stallings, PRP; Jim Slaughter, PRP; and Nancy Sylvester, PRP. Jim and Linda Lawson were recognized for the $10,000 contribution in Exxon Stock to Planned Giving and $2,000 in Exxon Stock to the NAP Educational Foundation. Ella Carlson, PRP, was recognized as an Inaugural Giver with $5,000 for the Reserve Center.

The president recognized the following groups:
- Joint effort with AIP for DC education under Past President Jeanette Williams’ term in office
- Joint Subcommittee on Public Policy
• DC Association of Parliamentarians
• American Bar Association
• Burke Balch, Michael Malamut, Carl Silverman, and Jim Slaughter for the legal assistance

Edra Anderson, Chairman of the Joint Subcommittee on Public Policy presented the committee’s report.

**Motion:** Resolved, that the Convention of Delegates adopt the following resolution:

*Resolved,* That the Convention of Delegates (CoD) of the National Association of Parliamentarians, a Missouri nonprofit corporation (NAP-MO), formally finds and so determines that it is advisable and in the best interests of NAP-MO and its members, and consistent with and in furtherance of the purposes of NAP-MO, for NAP-MO to merge with and into the National Association of Parliamentarians Public Education Fund, a District of Columbia nonprofit corporation (NAPPEF), upon the terms and subject to the conditions set forth in the Agreement of Merger/Plan of Merger (Agreement) approved by the NAP-MO Board of Directors on September 21, 2011 (a summary of which was provided to the members of NAP-MO together with the notice of the meeting of the CoD of NAP-MO; a copy of the full text of which Agreement was posted to the NAP-MO website and made available to all voting members of the CoD at the meeting of the CoD); and therefore be it

*Resolved,* That this CoD hereby adopts and approves the Merger of NAP-MO into NAPPEF, pursuant to the Agreement, and adopts and approved the Agreement, with the name of the surviving District of Columbia corporation to be the National Association of Parliamentarians (NAP-DC) and the surviving corporation, NAP-DC, to be a District of Columbia member-governed nonprofit membership corporation.  

**Assembly action:** Motion adopted with a two-thirds vote.

**Officer and Committee Reports**
The NAP Officers’ reports were included in the Book of Reports.

**Board of Directors Report**
NAP Secretary Sandra Olson read the following action items from the Board of Directors meeting of September 21-22, 2011.

- Recommended to the Board of Directors the resolutions regarding reincorporation in D.C. as printed and distributed
- Recommended, That the board propose to the convention body an amendment to the bylaw revision Article III, Section 3C by adding: “A full-time student shall be defined as an individual 25 years or less and who is currently:

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4 A procedural point of order was made and was well taken. The motion to postpone was ruled out of order.
1) enrolled full time in a college program, high school, or home school setting; or
2) serving as active duty military.

- Recommended, That the 2009-2011 NAP History be adopted; and that we authorize the secretary to make appropriate convention-related additions to the History.

- Recommended, That the pre-convention board recommend to the Post-Convention board the adoption of the Scenarios 2 or 3 presented by the budget-finance committee.

- Recommended, That the board recommend to the NAP Educational Foundation asking for a $30,000 line of credit through February 1 with zero interest.

- Dissolved two unit charters

- Reclassified Professional Status Change for several members

- Recommended, That the NAP board of directors adopt the proposed joint disposition rules from the NAP ethics committee dated July 25, 2011

Standing Committee Reports
The NAP standing committee reports and ethics report were also included in the Book of Reports.

Bylaws Committee:
Motion: To adopt the bylaws revision as noticed to the membership with the National Parliamentarian. The amended bylaws follow:

Bylaws of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

ARTICLE I
Name
The name of this organization shall be National Association of Parliamentarians®.

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

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5 The information concerning the object can be found in the NAP Articles of Incorporation.

6 Previous Question ordered
ARTICLE III
Members

Section 1. Classification. The National Association of Parliamentarians® (hereinafter referred to as NAP) shall have the following membership classifications:

A. Members

1. Regular. To qualify for regular membership, an individual shall demonstrate a basic knowledge of the fundamentals of parliamentary law and its application by achieving a required grade on an examination developed by the membership and registration examiners committee. Membership shall become effective when dues are posted to the NAP database.

2. Honorary. To qualify for honorary membership, an individual shall be a nonmember who has given exceptional service to NAP or who has added distinction to the parliamentary profession. An individual shall be granted honorary membership by a two-thirds vote of the convention upon recommendation by the NAP Board (hereinafter referred to as the “NAP Board of Directors”). Honorary members shall not pay dues, shall receive a complimentary subscription to the National Parliamentarian®, and shall have none of the other obligations, rights, or privileges of membership. Honorary members shall retain their honorary membership status upon joining a dues-paying classification of membership. Upon joining a dues-paying classification, the member shall have all the rights of that classification.

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

1. Registered Parliamentarian (RP®).
   a) To qualify for registered membership and use of the title “Registered Parliamentarian” (RP®), a regular member shall achieve a required grade on an examination developed by the membership and registration examiners committee.
   b) To retain registered membership, the RP® shall successfully complete within each six-year period continuing education units (CEUs) as provided in the policies of NAP. The CEUs shall be authorized by and administered under the direction of the professional development committee.

2. Professional Registered Parliamentarian (PRP®).
   a) To qualify for professional registered membership and the use of the title “Professional Registered Parliamentarian” (PRP®), a registered member shall successfully complete a professional qualifying course covering advanced material prepared by and administered under the direction of the professional development committee.
   b) To retain professional registered membership, a PRP® shall successfully complete within each six-year period a professional recertification course prepared by and administered under the direction of the professional development committee.

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7 Point of order, procedural, not well taken
8 Point of order, procedural, not well taken
such other continuing education and professional service requirements as the NAP Board of Directors, after consultation with the professional development committee, may establish. Authors of the current edition of Robert’s Rules of Order Newly Revised shall by that fact be deemed to qualify for and retain professional registered membership provided they pay the dues required for that classification.

c) Any member who does not successfully complete an examination or course required for this class of membership shall be entitled to file a written appeal in accordance with rules established by the NAP Board of Directors.

3. **Retired Credentialed Parliamentarian.**

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

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

**Section 2. Reinstatement.**

A. **Regular.** Reinstatement for a regular member shall be granted after the following are received within two years from the date of resignation or forfeiture:

1. request for reinstatement;
2. payment of current annual dues; and
3. payment of reinstatement fee.

Reinstatement shall be granted after the passage of two years only after successful re-examination.

B. **Registered.** If a registered member’s reinstatement is within the six-year period of the member’s qualification as a registered parliamentarian, the member shall retain RP® status. If not, the member shall be reinstated as a regular member. A registered member’s six-year period remains the same regardless of the date of reinstatement. A registered member’s reinstatement shall be granted after the following:

1. request for reinstatement;
2. payment of any applicable past and current annual dues; and
3. payment of reinstatement fee.

C. **Professional Registered.** If a professional registered member’s reinstatement is within the six-year period of the member’s qualification as a PRP®, the member shall retain PRP® status. If not, the member shall be reinstated as an RP®. The professional registered member’s six-year period remains the same regardless of the date of reinstatement. Professional registered member reinstatement shall be granted after the following:

1. request for reinstatement;
2. payment of any applicable past and current annual dues; and
3. payment of reinstatement fee.

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9 Previous Question ordered
Section 3. Dues.

A. Annual Dues. Annual dues shall be as set forth in the NAP Standing Rules. Dues for all members shall be due and payable to NAP Headquarters on January 1.

B. Dues Adjustment. Dues may be adjusted biennially as follows:
   1. Adjustments that are less than or equal to the rate of inflation, as measured by the change in the Consumer Price Index–Urban released by the U.S. Department of Commerce between January of the convention year in which the last dues increase occurred and January of the convention year in which the adjustment is proposed, shall require a two-thirds vote of the NAP Board of Directors.
   2. Adjustments that are greater than the rate of inflation, as defined in paragraph 1 of this section, shall require a two-thirds vote of the convention.
   3. Adjustments shall take effect on January 1 following the convention.
   4. Proposed dues adjustments requiring approval of the convention shall be noticed to the membership with the call to the meeting.

C. Student Dues Reduction. An individual who is a full-time student shall qualify for a 50% reduction in dues for the individual’s membership classification. A full-time student shall be defined as an individual 25 years or less and who is currently:
   1) enrolled full time in a college program, high school, or home school setting; or
   2) serving as active duty military.

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

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

F. 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. All associations shall use the same dues payment, delinquency, and forfeiture dates pertaining to NAP dues and membership. 10

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

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

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

10 Previous Question ordered 11 Postponement of discussion of the proviso until the one-hour final consideration adopted
ARTICLE IV
Divisions

Section 1. Divisions. The divisions of NAP shall be districts, associations, unchartered states or provinces, units, clubs, and youth groups. As used in these bylaws, the term “state or province” includes any jurisdictional unit of any country determined by the NAP Board of Directors to parallel a state in the United States of America or a province in Canada.13

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

A. District Conferences.

1. Each district shall hold at least one conference in each biennium. District conferences may be scheduled as provided in the policies of NAP and may be called by the district director, a district conference, or a majority of the association presidents within the district.

2. Each district director shall send the written call of the district conference no fewer than forty-five and no more than sixty days before the district conference.

3. A quorum for a district conference shall be ten members entitled to vote at the conference in accordance with Article IV, Section 8B1.

4. If required by the applicable law of the jurisdiction under which NAP is incorporated, adoption of a main motion and any election shall require the affirmative vote of a majority of the members entitled to vote who are present and voting or a majority of the required quorum, whichever is greater.

5. Districts may adopt special rules of order and standing rules for the conduct of business at district conferences provided they do not conflict with these bylaws.

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

1. District directors shall be registered or professional registered members who have their principal residence in the district at the time of election and who are entitled to vote at the district conference at which they are elected in accordance with Article IV, Section 8B1.

2. Each district shall adopt, at a conference, procedures for the election of a district director. The election shall be completed before the opening of the NAP convention.

3. District directors shall assume office at the close of the NAP convention and serve until the close of the next convention or until their successors assume office.

13 Previous Question ordered
4. District directors shall serve for no more than two terms consecutively and may serve again after being out of office for at least one term.

5. A vacancy in the office of district director shall be filled for the unexpired term by a special committee comprised of the association presidents in that district. The special committee shall be authorized to meet by teleconference at the call of any two of its members with at least three days’ notice. If the special committee fails to elect a new district director within sixty days after the vacancy, the vacancy may be filled by the NAP Board of Directors.

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

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

Section 3. Associations.

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

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

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

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

E. Bylaws of an Association.

1. An association shall adopt bylaws and may adopt a corporate charter, if applicable, provided these documents do not conflict with applicable legal authority, NAP Bylaws, NAP Standing Rules, or NAP policies. Before going into effect, an association’s bylaws must have been approved by the NAP Bylaws Committee.
2. An association shall provide for primary and affiliate members and may include provisional, honorary, and life members as association members, in accordance with the definitions of these terms in Article IV, Section 8A. The association bylaws may limit the rights of provisionals who are association members.

3. An association shall adopt NAP’s fiscal year for filing yearly tax forms as prescribed in Article XII, Section 3, as its own fiscal year.

4. An association shall communicate with NAP Headquarters on an annual basis, either certifying no change in the association bylaws or providing a current copy of its bylaws (See Article IV, Section 3F4).

F. Charter Revocation. When recommended by the NAP President or the district director of the district to which the association belongs, the charter of an association may be revoked by the NAP Board of Directors by a two-thirds vote by ballot for failure to do one or more of the following:
   1. maintain the required minimum membership;
   2. comply with the object of NAP;
   3. comply with any federal, state, or local government filing requirements for maintenance of NAP’s tax-exempt status;
   4. bring its bylaws into compliance with NAP Bylaws and provide a copy of the current bylaws to NAP Headquarters;
   5. hold meetings at least annually; or
   6. promote NAP educational programs.

Section 4. Unchartered States or Provinces.

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

B. Duties. The chairman shall:
   1. organize parliamentary procedure classes and new units with the assistance of the district director;
   2. promote NAP membership; and
   3. apply for an association charter when the eligibility requirements have been met.

Section 5. Units.

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

B. Electronic Units.
   1. An electronic unit shall include NAP members interested in conducting electronic meetings.
   2. When chartering, an electronic unit shall designate its association affiliation or designate that it will not have an association affiliation. After the initial designation, an electronic unit may petition the NAP Board of Directors to change its affiliation status.\(^\text{14}\)

\(^{14}\) Extended debate time

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NATIONAL ASSOCIATION OF PARLIAMENTARIANS® 38TH BIENNIAL CONVENTION MINUTES  Page 20 of 48
C. Unit Purpose. A unit shall promote the study of parliamentary procedure and the educational programs of NAP on a local level.

D. Bylaws of a Unit.
1. A unit shall adopt bylaws and may adopt a corporate charter, if applicable, provided these documents do not conflict with applicable legal authority, NAP Bylaws, NAP Standing Rules, NAP policies, or the association bylaws or standing rules. Before going into effect, a unit’s bylaws must be approved by the NAP Bylaws Committee.
2. A unit shall provide for primary and affiliate members and may include honorary members, life members and provisional as members of the unit, in accordance with the definitions of terms in Article IV, Section 8A. The unit bylaws may limit the rights of provisional members of the unit.
3. A unit shall accept as a member any NAP member who pays the unit dues except that units made up of credentialed members may require that new members be credentialed.
4. A unit shall adopt NAP’s fiscal year for filing yearly tax forms as prescribed in Article XII, Section 3, as its own fiscal year.
5. A unit shall communicate with NAP Headquarters on an annual basis, either certifying no change in the unit’s bylaws or providing a current copy of its bylaws. (See Article IV, Section 5E4).

E. Charter Revocation. When recommended by the NAP President or the president of the association to which the unit belongs, the charter of a unit may be revoked by the NAP Board of Directors by a two-thirds vote by ballot for failure to do one or more of the following:
1. maintain the required minimum membership;
2. comply with the object of NAP;
3. comply with any federal, state, or local government filing requirements for maintenance of NAP’s tax-exempt status;
4. bring its bylaws into compliance with NAP Bylaws and provide a copy of the current bylaws to NAP Headquarters;
5. hold meetings at least annually; or
6. promote NAP educational programs.

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

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

Section 8. Membership in Districts, Associations, and Units.
A. Definitions.
1. Primary members of an association or unit shall be NAP members who are counted in the association or unit as of March 1 of the convention year for the purpose of
determining the number of delegates to which the association or unit is entitled at NAP conventions.

2. Affiliate members of an association or unit shall be NAP members who are primary members of another association or unit and who are not counted for the purpose of determining the number of delegates to which the association or unit is entitled at NAP conventions.

3. A member-at-large of an association shall be a member of an association who is not a member of a unit that belongs to that association.

4. A member-at-large of NAP shall be an NAP member who resides in an unchartered state or province and is not a member of any association or unit.

5. Honorary members of associations or units shall be individuals who have met the criteria established by the association or unit for exceptional service or who have added distinction to the parliamentary profession. They shall not pay dues to the division granting the honorary membership. Honorary members who are not NAP members shall not be counted for the purpose of determining the number of delegates to which an association or unit shall be entitled at NAP conventions.

6. Life members shall be individuals who have met the criteria established by an association or unit for paying a fixed amount for dues for their lifetime. They shall not pay additional dues to the division granting life membership.

7. Provisionals shall be individuals who are preparing for NAP membership. Provisionals are not NAP members and are not counted for the purpose of determining the number of delegates to which the association or unit is entitled at NAP conventions. In accordance with Article IV, Section 3E2 and Section 5D2, provisionals may be members of associations and units.

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 to which the unit belongs.

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 to which the unit belongs.

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. If required by the applicable law of the jurisdiction under which NAP is incorporated, membership in a unit or association of NAP may be terminated or suspended only after at least fifteen days prior notice of disciplinary charges and proposed action. 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;
   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 accounting, finance, or management.

D. Eligibility for Director-at-Large. To be eligible to serve as a director-at-large, a candidate:
   1. shall be a registered parliamentarian or professional registered parliamentarian; and
   2. shall have been a member for at least five consecutive years immediately before the beginning of the term for which nominated.

Section 3. Nominations. Nominations may be made from the floor. No person’s name may be placed on the ballot until the nominee has signed a form affirming qualification for the office sought and an agreement to serve if elected, using a form adopted by the NAP Board of Directors.
Section 4. Election of Officers. Officers shall be elected by ballot (paper or electronic) at the
collection. The vote required shall be as described in Article VI, Section 6.
Section 5. Term of Office. Officers shall assume office at the close of the convention at which
they are elected. Officers shall serve until the close of the next convention or until their
successors assume office. The president and vice-president shall serve only one term in the same
office. The secretary, treasurer, and directors-at-large shall not serve more than two consecutive
terms in the same office and may serve again after being out of office for at least one term.
Section 6. Vacancy in Office.
A. If there is a vacancy in the office of president created by death, resignation, or incapacity
as determined by the NAP Board of Directors, the vice-president shall immediately
assume the office of president.
B. A vacancy in any office other than president created by death, resignation, or incapacity
as determined by the NAP Board of Directors shall be filled by the NAP Board of
Directors.
Section 7. Duties of Officers. The officers shall perform the duties provided in this section and
such other duties as are prescribed for the office in these bylaws, by the NAP Board of Directors,
by the president, or in the adopted parliamentary authority.
A. Duties of the President. The president:
1. shall be the chief executive officer and official spokesman of NAP;
2. shall appoint, subject to the approval of the NAP Board of Directors, the following:
   a) the editor, the assistant editor, the parliamentary research editor, the parliamentary
   research team, the parliamentary consultant, and the parliamentary review
   committee for the National Parliamentarian®;
   b) the chairman of each standing committee except the ethics committee;
   c) the members of each standing committee and subcommittee except the
   membership extension and retention committee and the ethics committee; and
   d) the chairman and members of each special committee; and
   e) the convention coordinator and workshop coordinator, and NTC coordinator and
   workshop coordinator.
3. may authorize special committees;
4. shall appoint a parliamentarian who must be a professional registered member;
5. shall nominate the following:
   a) two professional registered members to serve on the ethics committee; and
   b) a member of the ethics committee to serve as committee chairman;
6. shall preside over meetings of the NAP Board of Directors;
7. shall be ex officio a member of all NAP committees, except the ethics committee,
   unless the president designates another member of the NAP Board of Directors to
   serve in his or her place;
8. shall be responsible for the oversight of the National Parliamentarian® and the
   NAP website;
9. shall appoint a webmaster; and
10. shall appoint a legal liaison.
B. **Duties of the Vice-President.** The vice-president shall perform such duties as prescribed by the president or the NAP Board of Directors.

C. **Duties of the Secretary.** The secretary shall:
   1. record the minutes of all meetings of the membership and the NAP Board of Directors; and
   2. write a narrative history of the biennium.

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

E. **Duties of the Directors-at-Large.** The directors-at-large may be assigned duties by the president or by the NAP Board of Directors.

**Section 8: Appointments by Incoming President.** The incoming president shall be authorized to appoint the committees apart from the NAP Board of Directors committees for the ensuing biennium. The incoming NAP Board of Directors shall be authorized to meet to approve presidential appointments for the ensuing biennium.15

**ARTICLE VI**

**Meetings**

**Section 1. Annual Meetings.** A membership meeting shall be held annually.
   A. In odd-numbered years, the membership meeting shall be the convention, at which the delegates shall have all the rights and authority of members.
   B. In even-numbered years, the membership meeting shall be held in conjunction with the NAP Training Conference.

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

   A. **Call to Convention.** The call to convention, giving notice of the place, date, and time of the convention, shall be published in the *National Parliamentarian*® and sent by July 1 of the convention year and, if required by the statute under which NAP is incorporated, notice of the place, date, and time of the convention shall be sent in writing no fewer than thirty nor more than sixty days before the meeting date.

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

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15 Reconsideration of the vote for this section was ordered including a suspension of the rules with a second vote.
1. members of the NAP Board of Directors;
2. district directors;
3. editor of the National Parliamentarian®;
4. standing committee chairmen;¹⁶
5. NAP past presidents;
6. delegates representing each association selected as provided in the association bylaws as follows:
   a) six delegates; and
   b) one additional delegate for up to the first five primary members-at-large for the association and an 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;
7. delegates representing each unchartered state or province, selected by the chairman, the number of whom depends on the number of qualifying members as follows (a “qualifying member” being defined as a member-at-large whose principal residence is in the state or province and who is not a primary member of any association as of March 1 of the convention year):
   a) the chairman;
   b) one additional delegate for up to the first five qualifying members; and
   c) one additional delegate for each additional five qualifying members or major fraction thereof;
8. delegates representing each unit, selected as provided in the unit bylaws, based on the primary membership as of March 1 of the convention year, as follows:
   a) one delegate for the first five primary members of the unit; and
   b) one additional delegate for each additional five primary members or major fraction thereof;
9. one delegate from each club who shall be a member of NAP, selected as provided in the club bylaws; and
10. one delegate from each youth group, selected as provided in the youth group bylaws.

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

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

Section 3. Membership Meetings in Even-Numbered Years. A meeting of the membership shall be held in conjunction with the NAP Training Conference at a place, date, and time determined by the NAP Board of Directors for the purpose of receiving reports on the activities

¹⁶ Previous Question ordered
and financial condition of the corporation by the NAP President and the NAP Treasurer. The call
to membership meeting in each even-numbered year, giving notice of the place, date, and time of
the meeting, shall be published in the National Parliamentarian® and sent by January 1 of the
meeting year. The quorum for the membership meeting shall be 50 members.

Section 4. Special Meetings. A special meeting of the membership shall be called upon a two-
thirds vote of the NAP Board of Directors with a call sent (Article XI, Section 2) to the members
at least forty-five days prior to the meeting. If five percent of the membership deliver to any
corporate officer a demand for a special meeting describing the purpose or purposes for which it
is to be held, then within thirty days the NAP Board of Directors shall give notice to the
members of the place, date, and time of the meeting. A quorum at a special meeting shall be 100
members.

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

Section 6. Voting. No member or delegate shall vote in more than one capacity. There shall be
no absentee voting or voting by proxy. If required by the applicable law of the jurisdiction under
which NAP is incorporated, adoption of a main motion and any election shall require the
affirmative vote of a majority of the delegates or members entitled to vote who are present and
voting or a majority of the required quorum, whichever is greater.

ARTICLE VII
NAP Board of Directors

Section 1. Composition. The members of the NAP Board of Directors shall be the president,
vice-president, secretary, treasurer, three directors-at-large, and two district directors elected by
and from among the eight district directors for the incoming biennium.17

Section 2. Duties.

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

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

1. at its first meeting (post-convention):
   a) prepare and adopt a biennial budget;
   b) elect two professional registered members to membership on the ethics
      committee; and

17 Previous Question ordered
c) elect a member of the ethics committee to serve as committee chairman;
2. approve appointments by the NAP President of standing and special committee chairmen, members, and subcommittee members; convention coordinator and workshop coordinator; NTC coordinator and workshop coordinator; and the editor, the assistant editor, the parliamentary research editor, the parliamentary research team, the parliamentary consultant, and the parliamentary review committee for the *National Parliamentarian*®;
3. make employment decisions concerning the NAP Executive Director;
4. adopt policies regarding the management, compensation, and fringe benefits provided to NAP personnel;
5. determine the quantity of educational or promotional materials and the sales price for all such materials;
6. analyze at least annually the association’s progress in achieving its objectives and report the findings to the membership;
7. provide leadership and strategic planning for NAP and present progress and results of the plan at each annual meeting of the association;
8. set the place, date, and time of board meetings;
9. determine and give notice of the place, date, and time of special meetings of the membership in accordance with Article VI, Section 4;
10. determine the place, date, time, and registration fee for the biennial convention, the NAP Training Conference, membership meetings, and the Leadership Conference;
11. set the fees for examinations, courses, reinstatement, and other services related to membership;
12. exercise general supervision of the finances and investments, including exploring and implementing programs to generate substantial income from sources other than dues;
13. determine the passing grade for both the membership and registration examinations;
14. determine the boundaries of districts;
15. approve the report of the auditor annually;
16. approve appointment of district directors in unchartered territories;
17. select legal counsel;
18. fill vacancies as provided in these bylaws, with notice given on or before the previous day;
19. consider and resolve the question of revocation of the charter of an association or unit, when revocation of an association’s charter is recommended by the NAP President or the director of the district to which the association belongs, or when revocation of a unit’s charter is recommended by the NAP President or the president of the association to which the unit belongs;
20. adopt “*Standards of Ethical Conduct for Parliamentarians*” and “*Rules for Disposition of Complaints by the Ethics Committee*”;
21. consider and resolve all appeals from decisions of the ethics committee;
22. approve the appointment of a special committee comprised of at least three professional registered members who are instructors of the NAP professional
recertification and qualifying courses to consider and resolve all appeals from
decisions of the professional development committee regarding credentialing; and
23. exercise such other duties as are prescribed for the NAP Board of Directors in these
bylaws, by the convention, or in the adopted parliamentary authority.

Section 3. Meetings.

A. Regular. Regular meetings of the NAP Board of Directors shall be held at least five
times during each biennium. Places, dates, and times not established by this subsection
shall be established by the NAP Board of Directors. The first meeting (post-convention)
of each biennium shall be held during the week following and at the site of the
convention and its place, date, and time shall be established by the NAP Board of
Directors in office during the preceding biennium; the second meeting shall be held
preceding April 30 of the even-numbered year; the third meeting (mid-term) shall be held
during the week preceding and at the site of the NAP Training Conference; the fourth
meeting shall be held preceding April 30 of the odd-numbered year; and the fifth meeting
(pre-convention) shall be held during the week preceding and at the site of the
convention. Call of a regular meeting shall be given orally at least fifteen days before the
meeting or sent at least twenty days before the meeting to each member of the NAP
Board of Directors, except that the call for the first meeting (post-convention) of each
biennium shall be published in an issue of the National Parliamentarian® sent before the
convention. Notice may be waived by the members of the NAP Board of Directors in
accordance with statutory requirements.

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

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

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

Section 5. Vote Required. If required by the applicable legal requirements of the jurisdiction
under which NAP is incorporated, adoption of a main motion and any election shall require the
affirmative vote of a majority of the members of the NAP Board of Directors present unless a
greater vote is required by the NAP governing documents.

Section 6. Emergency Powers. To the extent permitted by the applicable legal requirements of the
jurisdiction under which NAP is incorporated, in the event of an emergency based on a
catastrophic event, the NAP Board of Directors may exercise emergency powers. If a quorum of
the NAP officers cannot be readily assembled, notice of a board meeting may be given in any
practicable manner to only those officers it is possible to reach. Officers present at such a board
meeting shall constitute a quorum. Corporate action taken in good faith during such an
emergency meeting shall bind the organization and shall not impose liability on the NAP Board
of Directors.
ARTICLE VIII
Education and Training Conferences

Section 1. Leadership Conference.
A. Purpose. A Leadership Conference shall be held annually at a place, date, and time to be
determined by the NAP Board of Directors for the purpose of education, orientation,
networking, and sharing experiences.
B. Attendance. Attendance shall be restricted to NAP members. The NAP Board of
Directors may further specify required qualifications for attendance and may limit the
number of those attending.

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

ARTICLE IX
Committees

Section 1. Standing Committees.
A. Composition, Accountability, Ex officio Members, Subcommittees, and Term. The
standing committees of NAP shall be bylaws, communications, educational resources,
ethics, membership and registration examiners, membership extension and retention,
professional development, and youth.
1. At least a majority of the members of each committee shall be registered or
professional registered members.
   a) The membership extension and retention committee shall consist of the district
directors.
   b) When the drafting of a bylaws revision is authorized, the bylaws committee shall
consist of a chairman and at least five other members.
   c) The ethics committee composition shall be as provided in Article X.
   d) Other standing committees shall consist of a chairman and at least three other
members.
   e) No member shall simultaneously serve as chairman of more than one standing
committee.
2. All standing committees shall report to the NAP Board of Directors and shall be
responsible to the NAP President between meetings of the board. Policy set by a
committee shall be approved by the NAP Board of Directors.
3. Ex officio members:
   a) The NAP President or the NAP President’s designee shall be ex officio a member
of each standing committee, except the ethics committee. A presidential designee
shall not be counted in determining a quorum but shall have voting rights.
   b) The chairman of each standing committee shall be ex officio a member of all
subcommittees of that committee.
4. Subcommittees may include nonmembers of a committee and nonmembers of NAP recommended by the chairman, appointed by the NAP President, and approved by the NAP Board of Directors.

5. The term for committee members shall correspond to that of the officers, except for the ethics committee, whose terms are prescribed in Article X.

B. Bylaws Committee. In regard to NAP Bylaws and Standing Rules, the bylaws committee shall:

1. review all submitted amendments and edit for composition;
2. consolidate similar amendments for joint proposal subject to acceptance by the proposers;
3. possess the right to originate amendments;
4. submit proposed amendments to the members together with the committee’s recommendations for action;
5. ensure, with the assistance of legal counsel, that the bylaws are in compliance with applicable federal and state statutes;
6. in the event a revision is authorized, prepare and submit the proposed revision; and
7. review and approve bylaws for new associations, units, and youth groups.

C. Communications Committee. The communications committee shall:

1. investigate and recommend methods of acquainting the general public with the functions and services of NAP;
2. investigate and recommend methods and systems for increasing the communication and marketing functions of NAP;
3. enlist cooperation of local members for publicity relative to NAP, district, and association meetings;
4. prepare and administer marketing plans for NAP services and educational materials; and
5. be responsible for NAP public relations and marketing.

D. Educational Resources Committee. The educational resources committee shall:

1. create and develop educational materials for publication in the name of NAP;
2. with the exception of material for the National Parliamentarian®, approve educational materials which are to be used in the name of NAP; and
3. be responsible for the continuing development of comprehensive educational materials to be promoted in cooperation with associations, units, educational institutions, and community organizations.

E. Membership and Registration Examiners Committee. The membership and registration examiners committee shall:

1. process applications for membership in NAP;
2. review and update the membership examination questions;
3. prepare membership examinations;
4. submit to the NAP Board of Directors for approval any substantial changes in the structure or administration of the membership examination;
5. administer the membership examinations;
6. process applications for registered status in NAP;
7. review and update the registration examination questions;
8. prepare registration examinations;
9. submit to the NAP Board of Directors for approval any substantial changes in the structure or administration of the registration examination; and
10. administer the registration examinations.

F. Membership Extension and Retention Committee. The membership extension and retention committee shall:
1. consist of the district directors;
2. promote recruitment, extension, and retention of membership and the formation of associations and units; and
3. coordinate the membership activities of the district directors.

G. Professional Development Committee. The professional development committee shall:
1. develop and upgrade the curricula of the courses for credentialed members;
2. be responsible for courses and other requirements for attaining and retaining the PRP® classification and retaining the RP® classification; and
3. submit to the NAP Board of Directors for approval any proposed changes in the requirements for attaining or retaining the PRP® classification and retaining the RP® classification or any substantial changes in the structure or administration of courses.

H. Youth Committee. The youth committee shall:
1. encourage participation by youth in the programs of NAP;
2. develop methods of attracting and retaining youth in NAP;
3. promote partnerships and increased participation in joint ventures with other youth organizations in support of their parliamentary and leadership development programs; and
4. work cooperatively with the NAP Educational Foundation to promote youth activities.

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

ARTICLE X
Professional Discipline

Section 1. Ethics Committee.

A. Composition. The ethics committee shall be comprised of four professional registered members who shall not be members of the NAP Board of Directors.
B. Term. Members of the committee shall serve staggered four-year terms.
C. Election of Committee. Two members of the committee shall be nominated by the NAP President and elected by the NAP Board of Directors at its first meeting (post-convention) of each biennium to serve for a four-year term. Vacancies shall be filled by the NAP Board of Directors.
D. Election of Chairman. One member of the committee shall be nominated by the NAP President and elected by the NAP Board of Directors at its first meeting (post-
E. Accountability. The committee shall report only to the NAP Board of Directors.

Section 2. Complaints.

A. Ethics Complaints. The committee shall process complaints concerning alleged violations of the Code of Ethics for Parliamentarians received on an approved “Ethics Complaint Form” in accordance with provisions contained in the “Rules for Disposition of Complaints by the Ethics Committee.” The committee shall also process member discipline complaints.

B. Member Discipline Complaints. The ethics committee may, by a two-thirds vote consistent with applicable law of the jurisdiction in which NAP is incorporated, discipline members up to, and including, revocation of membership. Before discipline can be invoked, members shall be entitled to due process to include not less than fifteen days written notice of any suspension or revocation of membership, and an opportunity for such member to be heard, either in writing or orally at the member’s option, at least five days before any suspension or revocation of membership would take effect. The ethics committee shall establish procedures to consider complaints including recusal procedures.

ARTICLE XI

Electronic Meetings and Communications

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

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

ARTICLE XII Administrative Operations

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

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

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

B. Duties. The executive director shall:

1. be responsible for the day-to-day management of the financial and administrative operations of the association under the direction of the NAP President;

2. be responsible, in consultation with the NAP President, for the employment of such personnel as required to carry out the duties of the NAP Headquarters office provided that such employment falls within the constraints established by the budget and personnel policies established by the NAP Board of Directors; and
3. perform such other duties as may be stated in the bylaws, the NAP Standing Rules, and the operational policies and procedures of the NAP Board of Directors, and the personnel policies established by the NAP Board of Directors and as may be directed by this board or the NAP President.

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

ARTICLE XIII
Indemnification
Any officer, employee, or agent of NAP who, acting on behalf of or as an authorized representative of NAP, was or is a party to or has notice of becoming a party to any contemplated, pending, or seemingly completed legal proceedings may be defended and, shall be indemnified for all expenses and liabilities actually and reasonably incurred by such individual in connection therewith to the extent permitted by applicable law of the jurisdiction in which NAP is incorporated.

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

ARTICLE XV
Amendment of Articles of Incorporation/Agreement and Bylaws

Section 1. Convention Action. Consistent with applicable law of the jurisdiction in which NAP is incorporated, the Articles of Incorporation/Agreement and these bylaws may be amended at any biennial convention:

A. Amendment with Notice before Convention. By a two-thirds vote, provided that the amendment:
   1. has been submitted by the bylaws committee, the NAP Board of Directors, a standing or special committee, a district conference, two associations or their board of directors, three units, or at least ten NAP members-at-large;
   2. if originated by other than the bylaws committee, has been submitted to that committee on or before February 1 in the year of the convention; and
   3. has been mailed or sent by electronic communication in accordance with Article XI, Section 2 to the members no later than July 1 in the year of the convention together with identification of proposer(s) and the committee’s recommendations for action and, if required by the applicable law of the jurisdiction under which NAP is incorporated, a summary or copy of the amendment has been included in the notice required by Article VI, Section 2A.

B. Amendment with Notice at Convention. By a nine-tenths vote, provided previous notice has been given at an earlier meeting of the same session of the convention.
Section 2. Revision. These bylaws shall be revised only upon authorization by the convention.

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

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

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

Section 3. Board Action. If required by the applicable law of the jurisdiction under which NAP is incorporated, an amendment to the Articles of Incorporation/Agreement or bylaws adopted at a convention under Article XV, Section 1 or a bylaws revision adopted at a convention under Article XV, Section 2 must thereafter be approved by the NAP Board of Directors by an affirmative vote of a majority of those members present in order to take effect, except to the extent that the amendment or revision relates to the number of directors, the composition of the NAP Board of Directors, the term of officers, or the method or way in which district directors are elected or selected. Before approving any amendment to the Articles of Incorporation/Agreement or bylaws, or any bylaws revision, the NAP Board of Directors shall determine that it does not violate any applicable provision of the nonprofit corporation code of the jurisdiction of incorporation. Any vote under this section shall be taken by roll call.\(^\text{18}\)

Provisos to the Bylaws

1. Provided, That those in office at the time of the adoption of this revision shall retain all the rights and responsibilities applicable to their office under the superseded bylaws until the close of this convention.

2. Provided, That the six-year period for all current registered parliamentarians under Article III, Section 1B1b shall begin January 1, 2012.

3. Provided, That until reassigned by the NAP Board of Directors in accordance with Article IV, Section 2, countries and territories shall remain in the district where they are currently assigned.

4. Provided, That the ethics committee shall establish procedures (including recusal procedures) to consider member discipline complaints by April 15, 2012, for inclusion in the 2011-2013 NAP Membership Manual, specifically, after the National Association of Parliamentarians® Rules for Reporting and Disposing of Ethics Complaints.

The meeting adjourned at 11:37 a.m. to meet again at 8:45 a.m. Sunday, September 25, 2011.

Announcements:

1. The luncheon today is a focus on our youth. The luncheon will provide an opportunity to watch youth organizations from the state of Florida participate in team parliamentary procedure competition. The luncheon begins at 11:45 a.m. in the St. Petersburg Ballroom.

2. Educational workshops will be held from 1:45 to 5 p.m. this afternoon. Membership and registration examinations will be given at 1:45 p.m. in HTC #1 for the Registration Examination and HTC #2 for the Membership Examination.

\(^{18}\) Extended debate time an additional thirty minutes for entire revision
3. The American College of Parliamentary Lawyers will meet from 5-5:30 p.m. tonight in the Demens Room.
4. The NAP Educational Foundation Annual Meeting will be held at 5:30 p.m. tonight in the Williams Room.
5. The Past President’s Banquet will begin at 6:45 p.m. in the St. Petersburg Ballroom. The guest speaker will be Martyn Robert Redgrave, President of the Robert’s Rules Association.
6. There will be an inspirational service on Sunday from 8 to 8:30 a.m. in the Williams/Demens Room.
7. Sunday’s business meeting will begin at 8:45 a.m. so please be in your seat five minutes prior to the start of the meeting.
8. The NAP Sales Room is in the Skyway/Pier Room so please take advantage of our special offer. Materials ordered at this week’s convention will be shipped with no shipping and handling charges.
9. The 3:30-5:00 p.m. workshop—Presiding Practice: Balch will take place in the Grand Bay North Ballroom.
10. The 6:45 p.m.-9:00 p.m. Banquet Honoring NAP Past Presidents will place in the Grand Bay South Ballroom.
11. The Basics of Amendments workshop is cancelled.
12. If you are attending Jim Slaughter’s “Top 7 Mistakes with HOA’s/condos.” At 1:45 p.m., it is in Tangerine South. That room is not on the maps. Tangerine South is behind the bar near the lobby. Jim asks that you not be distracted by the bar on your way to the session.
13. If anyone who paid and is attending the installation banquet and would like to sign up for a table, the reservation book is available at the registration.

Adjournment:
The meeting adjourned at 11:37 a.m. to reconvene Sunday at 8:45 a.m.

SUNDAY, September 25, 2011
President Stinson called the third business meeting to order at 8:45 a.m. on Sunday, September 25, 2011, with Secretary Olson present.

Memorial Service
Joy Myers, PRP, OH conducted the memorial service with the assistance of the district directors.

Introductions
President Stinson introduced those seated at the head table: Maurice Henderson, PRP, Vice-President; Thomas “Burke” Balch, PRP, 11th Edition Consultant; Nancy Sylvester, PRP, Parliamentarian; Steve Glanstein, PRP, Treasurer; Kay Crews, Technician; and Sandra K. Olson, PRP, Secretary.
Second Tier:
Paul McClintock, PRP, WA, Keypad Assistant; Daniel Ivey-Soto, PRP, NM, Keypad Motion Organizer; Keith Strachan, Technician, Moss Cairnes, LLC; Bylaws committee members: Kirk Overbey, PRP, TX; Alison Wallis, PRP, LA; and Joy Myers, PRP, OH; Spotters: Ann Homer,
PRP, NY; Donna Micetic, PRP, AZ; and Lynna Gene Cook, RP, NE; Timekeepers: Chairman Freddie Colston, PRP, MD; Loretta Finck, NY; also Gwendolyne Brown, DC; and James Reed, MS (will rotate in as timekeepers). Motion assistant: Gloria Cofer, PRP, GA; and Motion table: Ann Rempel, PRP, KS, Convention Rules Chairman; and Marcy (Sylvester), IL; and George Mervosh III, PRP, PA; Betty Tunstall, PRP, MD.

Credentials Report
Credentials Committee Chairman Clark moved adoption of the revised credentials report as of 8:33 a.m. on September 25, 2011: Board of Directors 19; Chairman of Nominating Committee 0; NP Editor 1; Past Presidents of NAP 6; Association Delegates 172; Unchartered States/Provinces Delegates 8; Unit Delegates 153; Club Delegates 1; Youth Group Delegates 0; Number of Delegates entitled to vote 360; Number of non-voting members and guests 31; Total number in attendance 391.

Assembly Action: Without objection, credentials report adopted.

Bylaw Revision
Discussion and amendments continued throughout the third business meeting.

Thank You:
President Stinson thanked Ben Carpenter, Tennessee, for the gavel presented to the president.

Budgetary Situation:
Dr. Young, Executive Director Designate, addressed the NAP current and future budgetary problems.

Recognition of Teachers:
The following teachers were recognized for bringing in new members:
Susan Ortner of CO, 16
Teresa Dean of MO, 22
Lisa Curry of BC, 27
Rollie Cox of WI, 28
Ferial Bishop of DC, 30
Burke Balch of VA, 33
Sharon Price-Cates of NJ, 51
Steve Glanstein of HI, 177

Announcements:

1. Remember the special reception for NAP Executive Director Sarah Nieft’s retirement begins at 5:30 p.m. in the St. Petersburg Ballroom. The recognition of Sarah’s accomplishments begins at 6:30 p.m. From 8:15 to 10:00 p.m. will be the reception honoring the incoming President, also held in the St. Petersburg Ballroom.
2. Pick up RONR by 2 p.m. if you have pre-ordered books. Spiral bound books will be shipped from headquarters when they have arrived. NAP members are encouraged to purchase books from NAP. The NAP income depends on sales to our members.
3. A lost district director pin was reported. See Patricia Lewis if you have found it.
4. Monday, the Fourth Business Meeting will begin promptly at 8:00 a.m.

Without objection the two interns gave greetings: Sarah Sapp, HOSA; Nadine Goldberg, FBLA.

Adjournment
The meeting adjourned at 11:45 a.m. to reconvene on Monday at 8:00 a.m.

MONDAY, September 26, 2011

Call to Order
President Stinson called the fourth business meeting to order at 8:00 a.m. on Monday, September 26, 2011 with Secretary Olson present.

Inspiration
Beatrice Squire, VA, provided the inspiration.

Introduction
President Stinson introduced those seated at the head table: Maurice Henderson, PRP, Vice-President; Thomas “Burke” Balch, PRP, 11th Edition Consultant; Nancy Sylvester, PRP, Parliamentarian; Steve Glanstein, PRP, Treasurer; Kay Crews, Technician; and Sandra K. Olson, PRP, Secretary.

Second Tier:
Paul McClintock, PRP, WA, Keypad Assistant; Daniel Ivey-Soto, PRP, NM, Keypad Motion Organizer; Keith Strachan, Technician, Moss Cairnes, LLC; Bylaws committee members: Kirk Overbey, PRP, TX; Alison Wallis, PRP, LA; and Joy Myers, PRP, OH; Spotters: Ann Homer, PRP, NY; Donna Miceti, PRP, AZ; and Lynna Gene Cook, RP, NE; Timekeepers: Chairman Freddie Colston, PRP, MD; Loretta Finck, NY, also Gwendolyne Brown, DC, and James Reed, MS (will rotate in as timekeepers)
Motion assistant: Gloria Cofer, PRP, GA; Motion table: Ann L. Rempel, PRP, KS; Marcy Sylvester Ceranek, IL; George Mervosh III, PRP, PA; and Betty Tunstall, PRP, MD.

Credentials Report
Credentials Committee Chairman Clark moved adoption of the revised credentials report as of 8 a.m. on September 26, 2011: Board of Directors 19; Chairman of Nominating Committee 0; NP Editor 1; Past Presidents of NAP 6; Association Delegates 177; Unchartered States/Provinces Delegates 8; Unit Delegates 154; Club Delegates 1; Youth Group Delegates 0; Number of Delegates entitled to vote 366; Number of non-voting Members and Guests 31; Total number in attendance 397.
Assembly Action: Without objections, the credentials report was adopted.
Interns Congratulated
The remaining three interns were again presented to the assembly and congratulated on their successful completion of the NAP Membership Examination.

Assembly Action: The revision of the bylaws was adopted with a 2/3 vote after amendment.

Motion: That the Revision of the Articles of Incorporation/Agreement be adopted.

National Association of Parliamentarians®

ARTICLES OF INCORPORATION/AGREEMENT

ARTICLE I
NAME

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

ARTICLE II
OBJECT

The object and purpose of this corporation, organized as a nonprofit corporation, and in full compliance with the law of the state of incorporation, shall be and is exclusively for educational, scientific, literary and professional purposes of studying, teaching, promoting and disseminating the philosophy and principles underlying the rules of deliberative assemblies; to further the growing interest in parliamentary rules in both public and private schools on all levels; to bring into closer cooperation the parliamentarians throughout the world; to inculcate and uphold the general principles of obedience to law and to lend moral aid and strength to the parliamentary activities of its members; and to award such certificates of proficiency as the bylaws may provide; all within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States and its regulations, as they now exist or as they may be amended.

ARTICLE III
DURATION

The corporation shall have perpetual existence under its corporate name.

ARTICLE IV
REGISTERED OFFICE AND AGENT
The address of its registered office in the State of Missouri is 213 South Main Street, Independence, Missouri 64050-3850, and the name of its registered agent at said address is Sarah Nieft, who is a citizen of Missouri and actually resides in the state.

ARTICLE V
NON-PROFIT

The corporation shall not have or issue shares of stock and no dividends shall be declared or paid by the corporation. No part of the net income or earnings of the corporation shall inure to the benefit of any individual member or be distributable to its members, directors or officers.

ARTICLE VI
DISSOLUTION

In the event of dissolution of this corporation, the net assets of the corporation shall be applied and distributed as follows:
1. All liabilities and obligations shall be paid, satisfied and discharged or adequate provisions shall be made therefor.
2. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
3. Assets held for charitable, religious, eleemosynary, benevolent, educational or similar use, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or other organizations engaged in charitable, religious, eleemosynary, benevolent, educational or similar activities, pursuant to a plan of distribution as provided by law provided, however, said organization shall qualify under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII
GENERAL PROVISIONS

All of the provisions of the Missouri Nonprofit Corporation Act, Mo. Rev. Stat. Chapter 355, et. Seq. are hereby adopted and incorporated into these Articles of Incorporation, to the extent not inconsistent with the express provisions hereof and with Section 501(c) (3) of the Internal Revenue Code. The corporation is a public benefit corporation.

ARTICLE VIII
MEMBERSHIP

The corporation shall have members. The qualifications, classes, voting rights and benefits of such members shall be as set forth in the bylaws.
ARTICLE IX
OFFICERS AND DIRECTORS

The corporation shall be managed by a board, nine in number. All directors shall be members of the corporation. Four of the members of the board shall also hold the following offices of the corporation, conterminous with their membership on the board: President, Vice-President, Secretary, and Treasurer. All members of the board shall be elected by a majority vote of the members of the corporation qualified to vote for directors, as set forth in the bylaws. The officer designation of a member of the board (i.e., President, Vice-President, Secretary, or Treasurer) shall be established at the time of such member’s election to the board, except in the event of death, disability, resignation or removal. Additional qualifications for directors, the procedure for electing or replacing directors, and the terms of office and the terms of service of directors, shall be as set forth in the bylaws.\(^{19}\)

ARTICLE X
AMENDMENT

These Articles of Incorporation may only be amended by a two-thirds vote of the members of the corporation qualified to vote for members of the board, as set forth in the bylaws.

**Assembly Action:** The NAP Articles of Incorporation/Agreement were adopted as amended with a two-thirds vote.

The assembly stood at ease at 10:57 a.m. while the NAP Board of Directors met to approve the newly adopted NAP Bylaws and Article of Incorporation. The assembly reconvened at 11:00 a.m.

**Motion:** That the revised NAP Standing Rules be adopted:

**NAP STANDING RULES**

**Titles**
1. Names of all units in state using the Greek alphabet shall read: (name of state) (Greek Alphabet name) unit of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS®.

2. The name of a new unit shall not be similar to that of another unit within the same unchartered state, unchartered province, unchartered country, or association. The name of a new e-unit or e-association shall not be similar to that of another unit or association.

**Finance**
3. Annual dues shall be:

\(^{19}\) Previous Question ordered and technical changes are authorized for all revision documents relating to the bylaws, articles of incorporation, and standing rules.
Regular Members $ 75.00
Registered Members $ 100.00
Professional Registered Members $ 125.00
Retired Credentialed Parliamentarians $ 75.00
Youth Group $ 27.00
Clubs affiliated before 1953 $ 100.00

This rule shall be subject to amendment only in accordance with Article III, Section 3B of the bylaws.

4. NAP Headquarters shall forward to each association treasurer a list of members who have paid NAP and association dues, with a check or electronic receipt for the appropriate amount of dues, and a copy of the membership list shall also be sent to the association president.

Referral Service
5. Professional registered members who are not retired credentialed parliamentarians shall have the right to the use of the referral services at NAP Headquarters.

Public Relations
6. NAP shall declare the month of April each year to be Parliamentary Law Month.

Candidate Information in the National Parliamentarian
7. Any qualified candidate whose name has been submitted to the NAP headquarters by the submission deadline of the second quarter National Parliamentarian® (NP) may have a statement and picture published in that issue. The NP editor may establish length requirements for the submission.

Chartering
8. Application for an association charter shall be made on the official form obtained from NAP Headquarters. One copy of the proposed bylaws shall be sent to the NAP Bylaws Committee Chairman. A charter shall be issued by NAP Headquarters when the requirements are met. In the event of dissolution or charter revocation, the assets shall be liquidated and distributed to NAP in accordance with governmental regulations. None of the funds shall inure to the benefit of individuals. The charter shall be returned to NAP Headquarters.

9. Before revocation of an association’s charter, notice shall be given following one year of inactivity, as evidenced by the NAP Headquarters staff, to the association’s last known officers. Copies of the notice will be sent to the district director.

10. Application for a unit charter shall be made on the official form obtained from NAP Headquarters. One copy of the proposed bylaws shall be sent to the NAP Bylaws Committee Chairman. When the requirements are met, a charter shall be issued by NAP Headquarters. Upon receipt of the charter, the unit shall send a list of all members to the treasurer of the association. In the event of dissolution or charter revocation, the assets shall be liquidated and distributed in
accordance with governmental regulations. None of the funds shall inure to the benefit of individuals. The charter shall be returned to NAP Headquarters.

11. Before revocation of a unit’s charter, notice of pending revocation, following one year of inactivity as evidenced by NAP Headquarters staff, shall be given to a unit’s last known officers. Copies of the notice will be sent to the association president and district director.

**Convention Non-Voting Attendees**

12. Non-voting NAP members shall pay the required registration fee. Individuals who are not members of NAP shall pay the required registration fee. Guests and program participants approved by the NAP President shall pay no registration fee.

13. Guests attending meal functions only shall pay meal charges but no registration fee.

**Publications**

14. The *National Parliamentarian*® shall be published at least quarterly and shall include:
   - Articles of parliamentary procedure that meet the approval of the reviewing committee.
   - Material pertaining to the activity of NAP in achieving its objectives.
   - News of interest to the membership.

15. There shall be a biennial membership manual which shall contain at a minimum:
   - Articles of Incorporation/Agreement
   - Bylaws
   - NAP Standing Rules
   - Code of Ethics for Parliamentarians
   - NAP Educational Foundation Bylaws
   - Membership Roster

16. The membership manual shall be made available to all NAP members by April 15 of the year following the NAP convention.

17. The official emblem of NAP shall be a mace. The official design of the mace and the design for official pins and any other emblems shall be approved by the NAP Board of Directors and obtained only through NAP Headquarters.

**Ethics Committee**

18. The Ethics Committee shall conduct at least one educational session at each NAP Training Conference and NAP Biennial Convention.

**Reclassification**

19. Any registered parliamentarian or professional registered parliamentarian who wishes to be
reclassified as a retired credentialed parliamentarian shall send a written request for re-
classification to the NAP Executive Director. The request will certify that the member will not
serve as a paid parliamentarian. Requests for re-classification as a registered parliamentarian or a
professional registered parliamentarian shall be submitted to the NAP Executive Director.  

**Assembly Action:** The NAP Standing Rules were revised as amended.

**Motion:** That on recommendation of the NAP Board of Directors, NAP grant honorary
membership to Sarah Nieft.

**Assembly action: Motion adopted.**

**Reports**

The Standing Committee reports were included in the report booklet.
The Executive Director report was included in the report booklet.
NAP Educational Foundation President Sandra Olson reported over $13,500 was received from
the Foundation auction.
The Bylaws committee was recognized by Chairman Overbey.

**New Business**

**Motion:** That a committee of NAP look into the possibility of using a professional audio-visual
recording company to record NAP convention educational workshops, and the recordings be
made available for sale after the convention and into the future.

**Assembly action:** The resolution was referred to the NAP Board of Directors.

** Courtesy Resolution**

Phyllis Wood, RP, Chairman of the Resolutions Committee, presented the courtesy resolution
The courtesy resolution was adopted.
(Courtesy Resolution attached)

**Charter Presented**

The Eastern Iowa Charter was presented.

Those passing the membership examination at convention were commended.
A member passing the registration exam was also announced.

**Thank Yous**

President Stinson thanked the following individuals:

**Convention Coordinator and Assistant Coordinator:** Carol Austin and Nancy Dauster for a
very successful convention;

**Workshop Coordinator and Assistant Workshop Coordinator** Johnnie Brown-Swift and
Lucy Hicks Anderson;
Leadership Conference Coordinator and Assistant Coordinator Virginia Berberick and Gloria Cofer for a very successful leadership conference.
Thank you to Viola Brannen, Protocol Chairman, TennieBee Hall, NP Editor, and Bob Hall, NAP Webmaster.

Invitation to 2012 National Training Conference:
National Training Conference Coordinator Frank Fitzgerald, PRP, and his committee extended an invitation to attend the 2012 National Training Conference, August 24-26, 2012, at the Hyatt Regency Scottsdale Resort and Spa at the Gainey Ranch.

Other Important Events:
Biennial Convention 2013—Hilton Hotel, Portland, Oregon
NAP Training Conference 2014—Oklahoma City, Oklahoma
Biennial Convention 2015—Colorado Springs, Colorado

Salute to NAP President
The Texas association saluted Ron Stinson, PRP, for his work as the NAP President.

Announcements:
1. Lunch today will be to introduce the new NAP Executive Director Dr. Leonard Young. It will begin at 11:30 a.m. in the St. Petersburg Ballroom.
2. From 1:30 p.m. to 5:00 p.m. in the Grand Bay Ballroom the authors of the 11th Edition of Robert’s Rules of Order Newly Revised will highlight the significant changes from the 10th Edition.
3. The installation banquet this evening honors the outgoing officers and installs those who have been elected to serve this biennium.
4. There will be a cash bar in Lobby III beginning at 6:00 p.m. The banquet will begin promptly at 6:45 p.m. in the St. Petersburg Ballroom.
5. Following the banquet, a reception honoring the new officers of NAP will be held in the foyer of the St. Petersburg Ballroom.
6. The NAP Sales Room will be open from 1:00 p.m. to 2:00 p.m. today. Please come by before 2:00 p.m. After that the Staff will be packing up the materials for shipping.
7. The Foundation is proud to announce that over $13,500 was raised from the auction. Thank you for your support.
8. This morning we gratefully received a $500 donation to NAP from Libby Stivers of the Florida Association. Thanks for your generosity. It’s not too late for you to assist NAP meet its current needs. If you wish to make a contribution, please see Len Young today.
9. Please complete your survey and leave it on the table inside this room. The survey was in your tote bag.

Adjournment
Without objection, President Stinson declared the meeting adjourned at 12:15 p.m. to reconvene at 6:45 p.m.
Call to Order
President Ronald R. Stinson, PRP, called the fifth business meeting to order at 6:45 p.m. on September 26, 2011, for the installation of officers. He welcomed everyone, introduced those at the head table, and presented closing remarks.

Inspiration
The inspiration was given by Anthony L. Stewart.

Installation of Officers and Acceptance Speech
Past NAP President, Connie M. Deford, PRP, installed the seven officers and district directors.

New President’s Address
President Maurice Henderson addressed the dinner meeting and announced the new committee chairmen. Darlene Allen, PRP, and Vera Chernecki, PRP, will represent the district directors on the NAP Board of Directors.

Benediction
Rev. Lyle Kleman, PRP, presented the benediction.

Adjournment Sine Die
President Stinson declared the 38th Biennial Convention adjourned sine die at 9:45 p.m.

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Sandra K. Olson, PRP
NAP Secretary

Minutes Approval Committee:

Ella Carlson, PRP
__________________________ October 26, 2011

Ruth Ryan, PRP
__________________________ October 26, 2011

Wanda Livingston, PRP
__________________________ October 26, 2011

Attachments:
A. Courtesy Resolution
COURTESY RESOLUTION

Whereas, The members and guests of The National Association of Parliamentarians®, attending the 38th Biennial Convention, “Meetings of the World” at the Hilton St. Petersburg Bayfront Hotel in St. Petersburg, Florida, September 23-26, 2011 have benefited from information that will create more constructive programs; and

Whereas, Ron Stinson, President of the National Association of Parliamentarians®, the officers, chairmen, and members have served this organization with distinction; now, therefore be it

Resolved, That sincere thanks be given to the convention committee of the Florida State Association of Parliamentarians led by Carol Austin, PRP, and Nancy Dauster, PRP, along with the members who have been successful in providing for the needs of the members and guests of the National Association of Parliamentarians®;

Resolved, That Ron Stinson, PRP, the President of the National Association of Parliamentarians® be commended for his presiding, especially during the revision of the bylaws, the election of officers and other business of the organization that demonstrated clearly the principles on which parliamentary law is based;

Resolved, That our gratitude be expressed to Carol Austin, PRP, NAP Conference Coordinator, who gave the welcome, to Barbara Redgrave Holloway who brought greetings, and to Henry M. Robert, III, PRP, who gave the response, to the Color Guard from the Coast Guard of St. Petersburg for presenting the colors, to Medard Kaisershot, PRP, for the music for the opening ceremonies with David Markam accompanying him on the piano;

Resolved, That the keynote speaker, David Timmons be congratulated on an outstanding, motivational presentation truly appreciated by those in attendance;

Resolved, That the officers and committee chairmen of the National Association of Parliamentarians® be commended for the interesting and informative reports on the activities of the organization during the biennium;

Resolved, That the luncheon and banquet speakers and presenters, the workshop presenters, and the students and NAP Educational Foundation scholar be extended our appreciation for contributions that will be long remembered;

Resolved, That the attendees at this convention hereby express their appreciation to the Florida State Association of Parliamentarians for a most memorable convention;

Resolved, That appreciation be expressed to the staff of the Hilton St. Petersburg Bayfront Hotel led by Amy Leah Axelrod and Ann Marie Clarke-Montoute for the courtesies and amenities provided to the convention attendees,
Resolved, That appreciation and gratitude be expressed to all members and guests in attendance for making this convention a most memorable experience in promoting the objects for which the National Association of Parliamentarians® was organized; and

Resolved, That this Resolution be incorporated in the minutes of this Convention and this resolution be given to President, Ron Stinson, PRP; Convention Coordinator Carol Austin, PRP, and Assistant Coordinator, Nancy Dauster, PRP; and to Amy Leah Axelrod and Ann Marie Clarke-Montoute of the Hilton St. Petersburg Bayfront Hotel.

Phyllis Wood, RP, Chairman
Mary Bahde, PRP
Ada Williams, RP