



NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

Sample **Association Bylaws**

January 2018

NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

The following document is provided as a sample only. It was edited by the 2017-2019 NAP Bylaws Committee:

Ronald Avedisian, PRP, Chairman
Richard Brown
M Carling, PRP
Dennis Conway, PRP
Nilda Rivera, PRP, Legal Subcommittee
James Jones, PRP, NAP President, ex officio
James Stewart, PRP, NAP Parliamentarian, Advisor

As Robert's Rules of Order Newly Revised (RONR), 11th Edition, advises (p. 567), "...it is well for the [bylaws] committee to study the bylaws of . . . other subordinate [associations] within the same state or national society. Before any provisions from other documents are used as a pattern, however, possible differences between the conditions in the other organizations and the one for which the bylaws are being prepared should be carefully analyzed. . . . If the [association] for which the bylaws are to be drawn up is subject to a parent organization or superior body, . . . the bylaws governing at these higher levels should be studied for provisions which are binding upon subordinate [associations] in a way that must be taken into account. The bylaws of a subordinate [association] need to conform to those of a superior body only on clearly requisite points."

The primary (but not exclusive) source of such points in the NAP Bylaws is Article IV, Section 3E.

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

It would also be advisable to read RONR (11th ed.), Chapter XVIII, Bylaws.

Ronald Avedisian, PRP
NAP Bylaws Committee Chairman
ronagarym@comcast.net

Sample Suggested Association Bylaws

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

- Do not keep the endnote references within the final bylaws nor provide endnotes in the bylaws. The endnote references are used only to highlight important areas and to provide additional guidance.
- Please request and refer to the *NAP Writing Style and Standards Style Guide* for instructions on how the name for the NATIONAL ASSOCIATION OF PARLIAMENTARIANS® should be formatted. The official logotype should be used on the cover page, if any, and in the bylaws title. Normal text may be used in the body of the bylaws.
- If you think your association will be conducting business electronically, please remember to include a bylaw provision to allow this option. You may want to refer to NAP Bylaws Article XII, Electronic Meetings and Communications, as an example.
- Your association may add additional bylaw articles as long as such articles do not conflict with any of the governing principles of NAP or with applicable federal, state, or local statutes.
- It is recommended that page numbers be inserted in the document footer.

Bylaws
of the (full name of association)
of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

ARTICLE I
Name

The name of this association shall be _____⁽¹⁾, a division of the National Association of Parliamentarians(NAP).

ARTICLE II
Object⁽²⁾

Section 1. General Object. This association is organized exclusively for educational purposes of studying, teaching, promoting and disseminating the philosophy and principles underlying the rules of deliberative assemblies, and carrying out such other activities as may be necessary or useful in the furtherance of these purposes in accordance with Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future tax code.

Section 2. Specific Object. The specific object of this association is to promote the object and educational programs of NAP, and to be the NAP association for _____⁽³⁾.

ARTICLE III
Members

Section 1. Classification. There shall be the following classes of members:⁽⁴⁾

- A. Primary.** Primary members are NAP members who are counted in the association as of March 1 of the convention year for the purpose of determining the number of delegates to which the association is entitled at NAP conventions.⁽⁵⁾
- B. Affiliate.** Affiliate members are NAP members who are primary members of another association and who are not counted for the purpose of determining the number of delegates to which the association is entitled at NAP conventions.⁽⁶⁾
- C. Provisional.** Provisional members are _____⁽¹⁾ members who are preparing for NAP membership. They are not NAP members and are not counted for the purpose of determining the number of delegates to which the association is entitled at NAP conventions.⁽⁷⁾
- D. Honorary.** Honorary members are _____⁽¹⁾ members who _____⁽⁸⁾. Honorary members who are not NAP members shall not be counted for the purpose of determining the number of delegates to which the association is entitled at NAP conventions.⁽⁹⁾
- E. Life.** Life members are _____⁽¹⁾ members who have paid the fixed amount of _____⁽¹⁰⁾ for dues their lifetime.⁽¹¹⁾
- F. Member-at-large.** Members-at-large are members of the association who do not belong to a unit of this association.⁽¹²⁾

Section 2. Eligibility.

- A. Any member of NAP is eligible for membership in this association and shall become a member upon payment of association dues.⁽¹³⁾
- B. Any individual preparing for NAP membership is eligible for provisional membership in the association, or a unit and the association, and shall become a provisional member upon payment of association provisional dues, or unit and association provisional dues.

**ARTICLE IV
Dues and Finances**

Section 1. Dues.

- A. Annual dues for the calendar year shall be as follows:⁽¹⁴⁾

Primary members	\$ _____
Affiliate members	\$ _____
Provisional members	\$ _____
Youth group fee	\$ _____
- B. **Student Dues Reduction.** A student who meets NAP criteria for student dues reduction shall be charged \$ _____ annual association dues and shall pay national and association dues directly to NAP Headquarters.⁽¹⁵⁾
- C. **Dues Payment.** Primary members shall pay national and association dues directly to NAP Headquarters.⁽¹⁶⁾ Affiliate and provisional members shall pay association dues to the association treasurer.
- D. **Dues Payment Dates.** Dues shall be due and payable to NAP Headquarters by January 1. Membership shall be delinquent if dues are not paid by February 1 and forfeited if dues are not paid by March 1.⁽¹⁷⁾
- E. **Proration of Dues.**⁽¹⁸⁾

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

Section 3. Fiscal Year. The association shall use the NAP fiscal year of December 1 through November 30 for filing annual tax forms.⁽¹⁹⁾

Section 4. No Personal Inurement. No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.⁽²⁰⁾

**ARTICLE V
Officers**

Section 1. Officers. The officers of this association shall be a president, a vice-president, a secretary, and a treasurer.⁽²¹⁾

Section 2. Term of Office. Officers shall assume their duties at the close of the meeting at which they are elected. Officers shall serve for a term of _____ year(s) or until their successors are elected. No officer shall serve more than _____ consecutive terms in the same office.⁽²²⁾

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

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

A. The president shall:

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

B. The vice-president shall:

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

C. The secretary shall:

1. record the minutes of all meetings of the association and the board of directors;
2. be custodian of all documents, including NAP and association bylaws, special rules, and standing rules;
3. conduct correspondence as directed by the association, the board of directors, or the president;
4. notify NAP Headquarters and the district director of officer changes within sixty days after such changes;
5. send an updated copy of the association bylaws to NAP Headquarters within sixty days after the adoption of any amendment, or if no amendments have been adopted within the preceding calendar year, notify NAP by January 31 that there have been no changes to the bylaws;
6. send a call of the annual meeting to each association member at least sixty days prior to the meeting; and
7. perform such other duties as may be assigned by the association, the board of directors, or the president.

D. The treasurer shall:

1. be custodian of all funds, disbursing them as directed by the association;
2. present a financial statement at each association meeting and as requested by the board of directors;
3. prepare the financial records for audit by _____;⁽²³⁾
4. notify NAP headquarters of the dues structure for the association within thirty days after any changes;
5. file the association's annual tax form with the Internal Revenue Service by April 15 of each year; and
6. perform such other duties as may be assigned by the association, the board of directors, or the president.

Section 5. Nominations. A nominating committee of _____ members shall:

A. Be elected by ballot at the _____ meeting. The chairman shall be the one receiving the highest number of votes.

- B. At the _____ meeting, present a slate of at least one individual for each office, provided consent has been obtained from each nominee.

Section 6. Elections.

- A. The officers shall be elected at the annual meeting.
- B. Nominations may be made from the floor, provided consent has been obtained from the nominee.
- C. Elections shall be by ballot except that when there is only one nominee for an office, the chair shall declare the nominee elected by acclamation.

ARTICLE VI

Meetings

Section 1. Annual. The _____⁽²⁴⁾ of _____⁽¹⁾ shall be held _____⁽²⁵⁾ at a time and place determined by the board of directors. Notices shall be mailed at least sixty days before the meeting. The _____⁽²⁴⁾ shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

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

Section 3. Quorum. _____ members of the association shall constitute a quorum.⁽²⁶⁾

ARTICLE VII

Board of Directors

Section 1. Composition. The board of directors shall be composed of the officers. The parliamentarian shall serve as an adviser to the board of directors.⁽²⁷⁾

Section 2. Duties. The board of directors shall be subject to the orders of the association and none of its acts shall conflict with action taken by the association. The board of directors shall:

- A. have general supervision of the affairs of the association between meetings;
- B. fix the date, hour, and place of meetings;
- C. make recommendations to the association;
- D. fill vacancies in office due to death, resignation or incapacity as determined by the board;
- E. adopt rules as needed to carry on the business of the board, provided such rules are not in conflict with these bylaws or any special rules of order or standing rules adopted by the association; and
- F. perform such other duties as are specified in these bylaws or ordered by the association.

Section 3. Meetings.

- A. Regular meetings of the board of directors shall be held _____.
- B. Special meetings may be called by the president and shall be called upon the written request of _____ members of the board of directors. The purpose of the meeting shall be stated in the call and at least _____ days written notice shall be given.
- C. A majority of the members of the board of directors shall constitute a quorum.⁽²⁶⁾

ARTICLE VIII
Committees⁽²⁸⁾

Section 1. Standing Committees. The standing committees shall be an education committee and a membership committee ⁽²⁹⁾

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

Section 3. Duties.

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

Section 4. Audit Committee. An Audit Committee of ____ members shall be appointed by the President at the unit's ____ meeting. The audit committee shall audit the treasurer's accounts at the close of the fiscal year and report at the annual meeting.⁽³⁰⁾

Section 5. Other Committees. Other committees, standing or special, shall be created as the association shall from time to time deem necessary to carry on the work of the association. The chairmen and members of such committees shall be appointed by the president, except that in the absence of the president, the board of directors may appoint the chairman and members of a special committee, who shall be treated as though appointed by the president.

Section 6. Ex-officio Membership. The president shall be an ex-officio member of all committees except the nominating committee.⁽³¹⁾

ARTICLE IX
Delegate Representation⁽³²⁾

Section 1. NAP Delegates.

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

ARTICLE X
Dissolution

Section 1. Upon the dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the

corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. If at the time of dissolution NAP meets the criteria under Section 1, the assets shall be liquidated and distributed to NAP.⁽³³⁾

Section 2. The association charter shall be returned to NAP Headquarters.⁽³⁴⁾

ARTICLE XI **Parliamentary Authority**⁽³⁵⁾

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

ARTICLE XII **Amendment**

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

Section 2. Any amendment to these bylaws necessitated by amendments to NAP Bylaws shall be effected by the board of directors and reported to the membership in writing within sixty days following the adoption of such amendments by NAP.⁽³⁶⁾

ENDNOTES
Sample Association Bylaws
NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

- (1) Insert the full name of the association, followed by any acronym by which the association is known. Use of the acronym alone is acceptable after Article I.
- (2) Section 1 of this article is required for US associations to meet the IRS requirements for non-profit organizations, and may not be modified, except that (a) the association's name or acronym may be substituted for "This association"; and (b) associations chartered outside the United States may omit the phrase "in accordance with Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future tax code." Section 2 is required by NAP Bylaws Article IV Section 3C. The association may combine the separate sections into a single paragraph, if desired. Additional objects also may be included so long as they are not in conflict with NAP's Articles of Incorporation.
- (3) Insert name of state, province, or country.
- (4) The membership categories must include both primary and affiliate members. All other categories are optional and should be included only if the association wishes to include them.
- (5) See NAP Bylaws Article IV Section 8A1.
- (6) See NAP Bylaws Article IV Section 8A2.
- (7) See NAP Bylaws Article IV Section 8A7.
- (8) Insert criteria for honorary membership.
- (9) See NAP Bylaws, Article IV, Section 8A5.
- (10) Insert dues amount.
- (11) See NAP Bylaws, Article IV, Section 8A6.
- (12) See NAP Bylaws, Article IV, Section 8A3.
- (13) See NAP Bylaws Article IV Section 3D.
- (14) Dues amounts can be in the association's standing rules with only a statement about how dues can be amended in the bylaws.
- (15) See NAP Bylaws Article III Section 3C. The association is not required to offer student dues reduction for association dues.
- (16) See NAP Bylaws Article III Section 3E.
- (17) See NAP Bylaws Article III Section 3F.
- (18) The association is not required to prorate dues.
- (19) Required by NAP Bylaws, Article IV, Section 3E3 & Article XIII, Section 3 for associations in the United States.
- (20) This provision may not be altered, except that the association's name or acronym may be substituted for "the association."
- (21) The association may provide for a combined office of secretary-treasurer, or may allow the same person to hold the offices of secretary and treasurer.
- (22) Careful consideration should be given to whether terms should run for a fixed period "or" until successors are elected, as in this sample, or for a fixed period "and" until successors are elected. See *RONR (11th ed.)* §56, Content and Composition of Bylaws; §62, Removal from Office and Other Remedies for Dereliction of Duty in Office or Misconduct.
- (23) Insert the deadline by which the records must be prepared for audit
- (24) The association may choose either annual meetings or annual conventions, or may choose conventions and annual meetings in alternate years. However, the association must meet at least annually in some manner. (See NAP Bylaws, Article IV, Section 3F5.).

- (25) It is wise to pick a time (spring, fall, or specific month) for the annual meeting. If the association is to meet biennially, such time could be stated as “odd year” or “even year,” but a month or time of the year should be provided. Also, remember you could have an annual meeting in one year and a convention in alternate years. Whatever option you decide to use, make sure it is extremely clear and all necessary information is provided. The NAP Bylaws, Article VI, Meetings, contains an example of the kind of wording you may want to include in such a section if you go beyond more than a single annual meeting.
- (26) See *RONR (11th ed.)* p. 21, Quorum of Members, for size of quorum.
- (27) The board can consist of whomever the association wants.
- (28) The association can include any committees deemed necessary.
- (29) While not specifically required by the NAP Bylaws, it is strongly recommended that the association have at least an education committee and a membership committee. The inclusion of the education committee ensures compliance with NAP Bylaws Article IV Section 3C.
- (30) See *RONR (11th ed.)*, §48, Minutes and Reports of Officers, and §56, Content and Composition of Bylaws, concerning the appointment of an auditing committee.
- (31) See *RONR (11th ed.)*, pp. 456-457, Officers–Administrative Duties of the President of a Society, concerning president as an ex-officio member of committees.
- (32) See NAP Bylaws Article VI, Section 2B6 concerning delegate representation at NAP meetings. In lieu of reiterating the specific numbers, the association may simply state, “Delegate representation shall be as provided in the NAP Bylaws.”
- (33) The first sentence of this section is required for associations to maintain non-profit status with the United States Internal Revenue Service. The second sentence is required by NAP Standing Rule 8. This section may not be modified, except that (a) the association’s name or acronym may be substituted for “the association”; (b) associations chartered outside the United States may omit the first sentence or modify it to comply with applicable requirements of the jurisdictions within which they are located; and (c) associations chartered outside the United States should change the second sentence 2 by substituting, “Unless otherwise required by applicable law,” in lieu of, “If at the time of dissolution NAP meets the criteria under Section 1”
- (34) Required by NAP Standing Rule 8.
- (35) See NAP Bylaws Article XV.
- (36) This provision is not specifically required by the NAP Bylaws, but its inclusion will help to ensure earlier compliance with any new NAP requirements that may be adopted. If included, the amendment authority should be given either to the board of directors or to a special meeting of the general membership, and not, for example, to the bylaws committee (which normally is not a governing entity). Associations whose annual meetings normally fall within two to three months following the NAP convention would not need to consider this provision at all.