



Sample **Unit Bylaws**

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NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

213 South Main Street, Independence, MO 64050 | 816.833.3892 | 888.627.2929 | hq@nap2.org
www.parliamentarians.org | www.facebook.com/parliamentarians

The following document is provided as a sample only. It was edited by the 2021-2023 NAP Bylaws Committee:

Steven Cook, PRP, Chairman
Traci Bransford-Marquis, PRP
Bennyfer Bridgewater, PRP
Steven Britton, PRP
Atul Kapur, PRP
Josh Martin, PRP
Laura Meade, PRP
Justin Pappano, RP
Nilda Rivera, PRP, Legal Subcommittee
Wanda M. Sims, PRP, NAP President, ex officio
Timothy R. Wynn, PRP, NAP Parliamentarian, Advisor

As Robert's Rules of Order Newly Revised (12th ed.) 56:6-7,(RONR), advises, "...it is well for the [bylaws] committee to study the bylaws of . . . other subordinate units 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 unit 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 unit in a way that must be taken into account. The bylaws of a subordinate unit 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 5D.

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 (12th ed.), Chapter XVIII, Bylaws.

Steven Cook, PRP
NAP Bylaws Committee Chairman
bylaws@nap2.org

Sample Suggested Unit 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.
- 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. Regular text, or the acronym NAP, may be used in the body of the bylaws.
- Your unit 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 unit)
of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS®**

**ARTICLE I
Name**

The name of this unit shall be _____⁽¹⁾, a division of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS® (NAP) and affiliated with _____⁽²⁾.

**ARTICLE II
Object⁽³⁾**

Section 1. General Object. This unit 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 unit shall be to promote the study of parliamentary procedure and the educational programs of NAP on a local level.

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

Section 2. Eligibility.

- A.** Any member of NAP is eligible for membership in this unit and shall become a member upon payment of unit dues.⁽¹²⁾
- B.** Any individual preparing for NAP membership is eligible for provisional status in this unit and shall become a provisional member upon payment of unit provisional dues.

ARTICLE IV
Dues and Finances⁽¹³⁾

Section 1. Dues.

A. Annual unit dues shall be as follows:

Primary members	\$ _____
Affiliate members	\$ _____
Provisional members	\$ _____

B. NAP and primary association dues are payable directly to NAP.⁽¹⁴⁾ Affiliate association dues, if applicable, shall be paid to the treasurer of the affiliate association.

C. Unit dues are payable directly to the unit.

D. The membership year shall be January 1 through December 31.⁽¹⁵⁾

E. Dues are payable by January 1. Membership shall be delinquent if dues are not paid by February 1 and forfeited if not paid by March 1.⁽¹⁶⁾

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

Section 3. Fiscal Year. The unit shall use NAP's fiscal year of December 1 through November 30 for filing annual tax forms.⁽¹⁷⁾

Section 4. No Personal Inurement. No part of the net earnings of the unit shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the unit 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.⁽¹⁸⁾

ARTICLE V
Officers

Section 1. Officers. The officers of this unit shall be a president, a vice-president, a secretary, and a treasurer.⁽¹⁹⁾

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.⁽²⁰⁾ No officer shall serve for more than _____ consecutive term(s) in the same office.⁽²¹⁾

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 unit 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 unit or the board of directors.

B. The vice-president shall:

1. perform the 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 unit, the board of directors, or the president.
- C. The secretary shall:**
1. record the minutes of all meetings of the unit and the board of directors;
 2. be the custodian of all documents including unit, association, and NAP bylaws, special rules of order, and standing rules;
 3. conduct correspondence as directed by the unit, the board of directors or the president;
 4. notify NAP Headquarters, the district director, and the association president of officer changes within sixty days after such changes;
 5. provide an updated copy of the unit 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 meeting to each unit member, including a copy of the previous unit meeting minutes; and
 7. perform such other duties as may be assigned by the unit, the board of directors, or the president.
- D. The treasurer shall:**
1. be custodian of all funds, disbursing them as directed by the unit;
 2. present a financial statement at each unit meeting and as requested by the board of directors;
 3. prepare the financial records for audit by _____;⁽²²⁾
 4. prepare a dues statement to be sent to each member with the call of the _____ meeting;
 5. send dues delinquency notices to members by February 10 of each year;
 6. file the unit's annual tax form with the Internal Revenue Service by April 15 of each year; and
 7. perform such other duties as may be assigned by the unit, the board of directors, or the president.

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

- A.** Be elected by ballot at the _____ meeting except when there are no more than _____ nominees in which case they may be elected by acclamation. The chairman shall be selected by the committee.
- B.** At the _____ meeting, nominate at least one individual for each office, provided consent has been obtained from each nominee.

Section 6. Elections.

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

ARTICLE VI Meetings

Section 1. Regular. Regular meetings of the unit shall be held _____ unless otherwise ordered by the unit, or in case of emergency determined by the board of directors.⁽²³⁾

Section 2. Annual. The regular meeting in _____ shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3. Special. Special meetings may be called by the president and shall be called at the written request of _____ members of the unit. The purpose of the meeting shall be stated in the call and at least _____ (number) days written notice shall be given.

Section 4. Quorum. _____ members of the unit shall constitute a quorum.

ARTICLE VII Board of Directors⁽²⁴⁾

Section 1. Composition. The officers shall constitute the Board of Directors. The parliamentarian shall serve as an adviser to the board of directors.⁽²⁵⁾

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

- A. have general supervision of the affairs of the unit between unit meetings;
- B. fix the hour and place of meetings;
- C. make recommendations to the unit;
- D. declare an office vacant when _____;⁽²⁶⁾ and
- E. perform such other duties as are specified in these bylaws.

Section 3. Meetings.

- A. Regular meetings of the board of directors shall be held on _____ unless otherwise ordered by the board of directors.
- 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 _____ (number) days written notice shall be given of the meeting.
- C. A majority of the members of the board of directors shall constitute a quorum.

ARTICLE VIII Committees

Section 1. Standing Committees. The standing committees shall be an education committee and a membership committee.⁽²⁷⁾

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 unit, including informing members of NAP educational materials.⁽²⁸⁾
- B. The membership committee shall promote the retention and recruitment of unit members.

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.⁽²⁹⁾

Section 5. Other Committees. Other committees, standing or special, shall be created as the unit shall from time to time deem necessary to carry on the work of the unit. The chairmen and members of such committees shall be appointed by the president, except that in the absence of the president, the unit 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 ex officio a member of all committees except the nominating and audit committees.⁽³⁰⁾

**ARTICLE IX
Electronic Meetings and Communications**

Section 1. Meetings. The _____ membership, board of directors, and all committees and subcommittees are authorized to meet by electronic communications media, including internet chat room, so long as all members can participate simultaneously in the meeting.

Section 2. Communication. Unless members indicate otherwise to the _____ secretary, all communications, including meeting notices, may be sent electronically.

**ARTICLE X
Delegate Representation⁽³¹⁾**

Section 1. NAP Delegates.⁽³²⁾

- A. Delegate representation shall be as provided in the NAP Bylaws.
- 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 acclamation.
- C. Any NAP member may serve as a delegate or alternate to which this unit is entitled.⁽³²⁾
- D. Vacancies in delegate or alternate positions may be filled by the president.

Section 2.⁽³⁴⁾ [Insert section for selection of delegates to state association if required by the state association bylaws.]

**ARTICLE XI
Dissolution**

Section 1. Upon the dissolution of the unit, 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.⁽³⁵⁾

Section 2. The unit charter shall be returned to NAP Headquarters.⁽³⁶⁾

ARTICLE XII **Parliamentary Authority⁽³⁷⁾**

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

ARTICLE XIII **Amendment**

Section 1. These bylaws may be amended at any regular meeting of this unit by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting or submitted with the call to the meeting.⁽³⁸⁾

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 at the next regular meeting following the adoption of such amendments by NAP.⁽³⁹⁾

ENDNOTES
Sample Unit Bylaws
NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

- (1) If a Greek alphabet is used in the name of the unit, it must be in the following order: (Name of State) (Greek Alphabet Name) unit of the National Association of Parliamentarians®. (See NAP Standing Rule 1.) If an acronym is used, you can identify the acronym after the full name of the unit and use of the acronym alone is acceptable after Article I. If the unit is to be an electronic unit, as defined in NAP Bylaws, Article IV, Section 5B, it is recommended that the unit name be in the form, “[Name] Electronic Unit.”
- (2) When applicable, insert state or province association name.
- (3) Section 1 of this article is required for US units to meet the IRS requirements for non-profit organizations, and may not be modified, except that (a) the unit’s name or acronym may be substituted for “This unit”; and (b) units 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 5C. The unit 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.
- (4) The membership categories must include both primary and affiliate members. All other categories are optional and should be included only if the unit wishes to have 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) If the unit does not intend to collect dues, Sections 1 and 2 of this article may be omitted; or Section 1 may be reworded to specify that there shall be no dues and Section 2 may be omitted.
- (13) See NAP Bylaws, Article IV, Section 5D3. Note that units made up of registered members may require that new members be registered.
- (14) See NAP Bylaws, Article III, Section 3E.
- (15) The unit may wish to provide for proration of dues for newly admitted members, but is not required to do so.
- (16) See NAP Bylaws, Article III, Section 3F.
- (17) Required by NAP Bylaws, Article IV, Section 5D4 & Article XIII, Section 3.
- (18) This substance of this provision may not be altered, except that the unit’s name or acronym may be substituted for “the unit.”

- (19) If the unit does not want to have all four officer positions, a clause such as the following may be inserted: “A member may hold the offices of secretary and treasurer at the same time, and fulfill the duties of each office as specified.” Or, if the unit does not collect dues, the office of treasurer may be omitted. Make sure you review the sample bylaws for other articles which may be affected (i.e., executive committee, board of directors, etc.)
- (20) 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 (12th ed.)* 56:29)
- (21) Furthermore, the unit will need to decide if an individual can serve in any officer position for consecutive terms.
- (22) Insert the deadline by which the records must be prepared for audit.
- (23) See NAP Bylaws, Article IV, Section 5E5. Stipulations, such as which months of the year and which day of the month the unit will meet, should be included in this section.
- (24) A unit is not required to have a board of directors, but may find it advantageous to have one, particularly if the unit is large or meets infrequently.
- (25) The unit may wish to include other positions, such as standing committee chairmen, on the board of directors, if the unit has one.
- (26) Include conditions under which an office can be declared vacant.
- (27) Although not specifically required by the NAP Bylaws, it is strongly recommended that the unit have at least an education committee and a membership committee. The unit may establish others under standing committees if it wishes.
- (28) The inclusion of the education committee helps to ensure compliance with NAP Bylaws, Article IV, Section 5E6.
- (29) See *RONR (12th ed.)* 48:20-27, 56:65, concerning the appointment of an auditing committee.
- (30) See *RONR (12th ed.)* 47:20, concerning the president as an ex-officio member of committees.
- (31) See NAP Bylaws, Article VI, Section 2B8.
- (32) See NAP Bylaws, Article VI, Section 2B8 concerning delegate representation at NAP meetings. In lieu of reiterating the specific numbers, the unit may simply state, “Delegate representation shall be as provided in the NAP Bylaws.”
- (33) See NAP Bylaws, Article VI, Section 2C.
- (34) Insert section for selection of delegates to state association if required by the state association bylaws.
- (35) Required for the unit to maintain non-profit status with the United States Internal Revenue Service.
- (36) Required by NAP Standing Rule 10.
- (37) See NAP Bylaws, Article XVI.
- (38) If the unit meets less often than quarterly, the unit may wish to consider including authorization for its board of directors to adopt any amendments required due to amendments to the NAP Bylaws. This could be done, for example, by adding a second section specifying, “Any amendment to these bylaws necessitated by amendments to NAP Bylaws shall be

effected by the board of directors and reported to the membership at the next regular meeting following the adoption of such amendments by NAP.”

- (39) 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.