



Association Bylaws Review Checklist

NAP Bylaws, Article IV, Section 3E4 states: “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.”

To assist with the review of your association’s bylaws, the NAP Bylaws Committee has developed this bylaws review checklist. This review checklist is used to evaluate association bylaws for overall quality as well as compliance with NAP governing documents. The committee requests that you complete this checklist and submit it with your association bylaws annually.

The titles/headings of the articles and sections may be unique to each association. The general topics listed in this checklist may indeed be an article title; however, some of these topics may be contained within a bylaw article named something different than what is listed in this checklist.

Associations should review the sample association bylaws on the NAP website, which includes sample text and formatting which the association may find useful. It would also be advisable to read Section 56: “Content and Composition of Bylaws” of Chapter XVIII of *Robert’s Rules of Order Newly Revised* (12th ed.).

A “no” answer for any of the following questions indicates an area which the association will need to review for consideration or possible amendment. If you answer “no” to any question below, indicate your plans and progress towards updating your bylaws. If this is an area that you feel does not apply to your group, please indicate your reasons.

Thank you for your cooperation in reviewing and submitting this checklist along with your association’s bylaws.



Association Bylaws Review Checklist^t

Association Name _____

Submitted by _____ Date _____

E-Mail Address _____

*** **BOLD** means it is required. All other items means it is recommended. In some cases, the information may be included in a unit's standing rules, if it has them.***

NAME

- Yes No Does the association identify itself as a constituent division of NAP?
- Yes No Is the NATIONAL ASSOCIATION OF PARLIAMENTARIANS® name typed as required by the *NAP Writing Style and Standards Style Guide* (Times New Roman typeface in SMALL CAPS with the registered symbol ®) on the cover page (if any), in the bylaws title, and in Article I?

OBJECT

- Yes No Does the association state the minimum object which is: *to promote the study of parliamentary procedure and the educational programs of NAP?* (Required by NAP Bylaws, Article IV, Section 3C.)
- Yes No For US associations, does the object include the required language from the bylaws showing eligibility for 501(c) (3) status?

MEMBERSHIP

- Yes No Does the association provide for the following minimum membership classifications:
a. Primary
b. Affiliate
(Required by NAP Bylaws, Article IV, Sections 3E2, 8A1, and 8A2.)
- Yes No Are other classifications of membership limited to what is allowed by NAP? The only additional classifications which the association may allow are provisional, honorary, and life members. (See NAP Bylaws, Article IV, Sections 3E2, 8A5, 8A6, and 8A7.)
- Yes No Are the eligibility requirement for each classification clearly defined? (See NAP Bylaws, Article IV, Section 3D, for requirement to accept NAP members.)

DUES

- Yes No Does the association provide the dues amounts for all the classifications of membership?
- Yes No Does the association state that NAP and primary association dues must be submitted to NAP Headquarters?
- Yes No Does the association state the membership year of January 1 through December 31?
- Yes No **Does the association state the dues deadline (delinquent and forfeiture)? (Required by NAP Bylaws, Article III, Section 3F.)**
- Yes No Does the association provide for proration of dues for new members? (Not required.)

FINANCES

- Yes No Does the association require a budget to be adopted?
- Yes No Does the association require an internal or external audit to be completed?
- Yes No **Does the association adopt NAP's fiscal year of December 1 through November 30 for filing annual tax forms? (Required by NAP Bylaws, Article IV, Section 3E3, and Article XIV, Section 3.)**
- Yes No **Does the association include a provision that no funds shall inure to the benefit of members or other private individuals?**

OFFICERS

- Yes No Does the association provide for the minimum officer positions of president, vice-president, secretary, and treasurer? If not, are the typical duties of such officers assigned to someone?
- Yes No Does the association indicate the term of office?
- Yes No Does the association state the nomination and election process for officers?
- Yes No Does the association provide guidelines for filling vacancies due to removal and/or resignation?
- Yes No **Is anyone assigned the responsibility of sending a copy of the association bylaws to NAP Headquarters on an annual basis? If so, identify the officer? (Required by NAP Bylaws, Article IV, Section 3E4.)**
- Yes No Is anyone assigned the responsibility of notifying NAP of association officer changes?

MEETINGS

- Yes No Does the association state the guidelines for its annual meeting which include the following:
- a. What business can be transacted?
 - b. Call to the meeting?
 - c. Date (month) and time of the meeting?
 - d. Place (if set or provision for someone to set the place)?
- Yes No Do the association bylaws provide for special meetings?
- Yes No Is a quorum requirement indicated?

BOARD OF DIRECTORS

- Yes No If provided for, is the composition of the board of directors clearly defined?
- Yes No If a board of directors exists, are the duties of the board of directors clearly defined?
- Yes No If a board of directors exists, are the meeting and quorum requirements identified for the board?
- Yes No Is an executive committee established along with its composition, power, meeting, and quorum requirements? (NOTE: An association is not required to have an executive committee.)

COMMITTEES

- Yes No **Does the association provide for an education committee and membership committee? (This ensures that the association will help accomplish the object of the organization required by NAP Bylaws, Article IV, Section 3C.)**
- Yes No Is the composition of each association committee clearly defined?
- Yes No Are the duties of each committee indicated?
- Yes No Does the president serve as an ex-officio member of any of the committees except the nominating committee?
- Yes No Does the association allow appointment of special committees?

NAP CONVENTION DELEGATES

- Yes No Does the association explain the procedure for election of its convention delegates?
- Yes No **Does the association provide for selection of NAP convention delegates, either by reference to the NAP Bylaws or by inclusion of specific convention delegate numbers 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? (Required per NAP Bylaws, Article VI, Section 2B6.)

Yes No Does the association give the president power to change convention delegates or alternates in event of an emergency?

ELECTRONIC MEETINGS

Yes No Although not required by NAP, does the association have a provision to allow electronic meetings?

Yes No If the answer is “yes” to the first question, are electronic meetings allowed by state statute in the state in which the association is located?

DISSOLUTION

Yes No Does the association have a dissolution clause? (Required by NAP Standing Rule 8.)

Yes No Does the dissolution clause leave any funds remaining after paying all bills for one or more exempt purposes?

Yes No Does the dissolution clause state that the association charter must be returned to NAP Headquarters upon dissolution? (Required by NAP Standing Rule 8.)

PARLIAMENTARY AUTHORITY

Yes No Does the association identify the current edition of *Robert’s Rules of Order Newly Revised* as its parliamentary authority? (Required by NAP Bylaws, Article XVI.)

AMENDMENT

Yes No Is the process of amending and revising the association bylaws clearly defined?

Yes No Does the association allow its board of directors or a special membership meeting to adopt amendments to its bylaws that may be required due to the adoption of an amendment to the NAP bylaws or standing rules? Such a provision may be as follows: “Any amendment to these bylaws necessitated by amendments to the NAP bylaws or standing rules 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.”