



NATIONAL ASSOCIATION
OF PARLIAMENTARIANS®

Bylaws

September 2021

NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

BYLAWS

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NATIONAL ASSOCIATION OF PARLIAMENTARIANS[®]

BYLAWS

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.

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 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 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, and 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 obligations, rights, and privileges 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 successfully complete such requirements as designated by the Commission on Credentialing.
- b) To retain registered membership, the RP[®] shall successfully complete such requirements as designated by the Commission on Credentialing within each six-year period.

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 such requirements as designated by the Commission on Credentialing.

- b) To retain professional registered membership, a PRP® shall successfully complete such requirements as designated by the Commission on Credentialing. 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.

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.** Reinstatement of membership shall be granted after the following are received:
1. request for reinstatement;
 2. payment of full, current annual dues; and
 3. payment of reinstatement fee.
- B. Regular.** A regular member may be reinstated within one year from the date of resignation or forfeiture. After the passage of that year a former regular member may apply for membership as provided in Article III, Section 1A1.
- C. 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.
- D. 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.

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. Dues for new members shall be prorated monthly for the remaining calendar year of their initial membership and shall be based on the date of membership.
- 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 of age 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 for association dues and membership.
- 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. Conduct. Members shall abide by the NAP Bylaws, Standing Rules, and *Code of Professional Responsibility for Parliamentarians*, and shall not engage in conduct injurious to NAP or its object, or bring disrespect on NAP. The professional responsibility and member discipline committee shall handle allegations of disciplinary matters as prescribed in Article XI, Section 2.

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.

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. After consultation with the membership extension and retention committee and affected associations, the NAP Board of Directors shall assign associations outside North America to a district. Electronic associations need not be assigned to a district unless the NAP Board of Directors establishes an electronic 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 sixty and no more than one-hundred eighty 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. 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.
 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 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 as prescribed in Article XIII, Section 3, for filing annual tax forms.
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 in which the association is located, 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, Provinces, or Countries.

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. After the initial designation, an electronic unit may petition the NAP Board of Directors to change its affiliation to a different association.

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 provisionals 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 as prescribed in Article XIII, Section 3, for filing annual tax forms.
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, if any, with which the unit is affiliated, 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 have designated their primary membership in the association or unit in accordance with Article IV, Section 8C.
2. Affiliate members of an association or unit shall be NAP members who are primary members of another association or unit.
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, province, or country 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 the district and who is not a primary member of an association assigned to another district.
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, if any, with which the unit is affiliated.

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, if any, with which the unit is affiliated.
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.** 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, three directors-at-large, and two district directors.

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, Honorary Officers. An individual shall be granted honorary officer status by a two-thirds vote of the convention upon recommendation by the NAP Board of Directors.

Section 4. 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 5. Election of Officers. Officers shall be elected by ballot (paper or electronic) at the convention.

Section 6. 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 7. 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 8. 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 professional responsibility and member discipline committee;
 - c) the members of each standing committee and subcommittee except the membership extension and retention committee and the professional responsibility and member discipline committee;
 - d) the chairman and members of each special committee; and
 - e) the convention coordinator and workshop coordinator, and NAP Training Conference 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 professional responsibility and member discipline committee; and
 - b) a member of the professional responsibility and member discipline 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 professional responsibility and member discipline 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 an NAP member to serve as a legal liaison without compensation.
- 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;
 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 9. 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.

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 August, 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.
- 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:
 - 1. members of the NAP Board of Directors;
 - 2. district directors;
 - 3. editor of the *National Parliamentarian*[®];
 - 4. standing committee chairmen;
 - 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 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 XII, Section 2) to the members at least forty-five days prior to the meeting. In accordance with the District of Columbia law governing nonprofit corporations, if ten percent of the members deliver one or more demands to NAP's registered agent or to the corporation or its secretary at its principal office 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. There shall be no absentee voting or voting by proxy.

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 the delegates at the convention from among the eight district directors for the incoming biennium.

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) elect two professional registered members to membership on the professional responsibility and member discipline committee; and
 - b) elect a member of the professional responsibility and member discipline 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. prepare and adopt an annual budget for the next fiscal year prior to the end of the current fiscal year
5. adopt policies regarding the management, compensation, and fringe benefits provided to NAP personnel;
6. determine the quantity of educational or promotional materials and the sales price for all such materials;
7. analyze at least annually the association's progress in achieving its objectives and report the findings to the membership;
8. provide leadership and strategic planning for NAP and present progress and results of the plan at each annual meeting of the association;
9. set the place, date, and time of board meetings;
10. determine and give notice of the place, date, and time of special meetings of the membership in accordance with Article VI, Section 4;
11. determine the place, date, time, and registration fee for the biennial convention, the NAP Training Conference, membership meetings, and the Leadership Conference;
12. set the fees for examinations, courses, reinstatement, and other services related to membership;
13. exercise general supervision of the finances and investments, including exploring and implementing programs to generate substantial income from sources other than dues;
14. determine the passing grade for the membership examination;
15. determine the boundaries of districts;
16. approve the report of the auditor annually;
17. approve appointment of chairmen in unchartered territories;
18. select legal counsel;
19. fill vacancies as provided in these bylaws, with notice given on or before the previous day;
20. 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 in which the association is located, or when revocation of a unit's charter is recommended by the NAP President or the president of the association, if any, with which the unit is affiliated;
21. after consultation with the professional responsibility and member discipline committee, adopt appropriate standards of professional responsibility, and appropriate rules for processing professional responsibility and member discipline complaints;

22. render the final decision on any recommendation made by the professional responsibility and member discipline committee for suspension or revocation of any member's membership or credential classification as a result of a professional responsibility or member discipline complaint and consider and resolve all appeals by a respondent of a reprimand issued by the professional responsibility and member discipline committee. A two-thirds vote shall be required to suspend or revoke any member's membership or credential classification;
23. approve the appointment of a special committee comprised of at least three professional registered members who are facilitators of the NAP professional renewal certifications and professional qualifying examinations to consider and resolve all appeals from decisions of the professional development committee regarding credentialing; and
24. 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 shall be established by the NAP Board of Directors. Regular meetings of the NAP Board of Directors may be called by the NAP President, provided that polling of the members in advance of the meeting call indicates that at least a quorum would be expected to be present for each such meeting. 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. Emergency Powers. If a quorum of the directors cannot readily be assembled because of some catastrophic event, the exercise of emergency powers is authorized as provided in the District of Columbia statutes governing nonprofit corporations.

ARTICLE VIII CONFLICT OF INTEREST

Conflict of Interest Statement. The rights of board members and committee members shall be limited as provided in the Conflict of Interest Policy adopted by the NAP Board of Directors.

ARTICLE IX 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 X 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, international services, membership examiners, membership extension and retention, professional development, professional responsibility and member discipline, and youth.
1. Members of each committee shall be members of NAP, except that members of the professional development committee and the special committee to consider and resolve appeals from decisions of the professional development committee shall be professional registered members and the members of the membership examiners committee shall be professional registered or 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 professional responsibility and member discipline committee composition shall be as provided in Article XI.
 - 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 professional responsibility and member discipline 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 professional responsibility and member discipline committee, whose terms are prescribed in Article XI.
- 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. International Services Committee.** The international services committee shall:
1. advocate for NAP members who reside outside the United States by reviewing, supporting, and promoting services, goods, materials, and policies that contribute to their membership, credentialing, and inclusion in NAP;
 2. assess NAP services, goods, materials, and policies focusing on reducing barriers specific to members who reside outside the United States;
 3. identify issues of culture and language that affect the acceptance of NAP internationally;
 4. explore and recommend strategies to increase NAP membership abroad; and
 5. recommend and oversee the translation of English language parliamentary material into other languages.
- F. Membership Examiners Committee.** The membership 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; and
 5. administer the membership examination.
- G. 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.

H. Professional Development Committee. The professional development committee shall develop educational programs for all levels of the body of knowledge.

I. 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 XI COMMISSION ON CREDENTIALING

Section 1. Composition. There shall be six members of the Commission on Credentialing. At least five members must be credentialed (PRP[®]/RP[®]) and one may be a regular member. Members of the board of directors are not eligible to serve on this commission. Members of the commission cannot teach courses leading to initial credentialing at any level.

Section 2. Authority. The commission shall have full authority to administer the credentialing program of NAP and may appoint committees to carry out its duties.

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 commission and an agreement to serve if elected, using a form adopted by the NAP Board of Directors.

Section 4. Election. Except as provided in Section 7, commission members shall be elected by ballot vote (paper or electronic) of the delegates in attendance at the biennial convention. If the election includes the filling of one or more unexpired terms, the members receiving higher majorities shall serve full terms, and those receiving lower majorities shall serve the remainder of the unexpired terms.

Section 5. Term. Members of the commission shall serve four-year staggered terms or until their successors are elected. Members of the commission may serve two consecutive terms. Members may serve again after being out of office for one term.

Section 6. Removal. The NAP Board of Directors may remove commission members for cause by a vote of two-thirds of the entire board.

Section 7. Vacancies. If a vacancy on the commission occurs during a biennium, the NAP Board of Directors shall elect a commissioner to serve until the next biennial convention. At the next biennial convention, the delegates in attendance shall elect a member to serve for a full term or for the remainder of the unexpired term, whichever is applicable.

Section 8. Chairman. The commission shall elect its chairman for a two year term.

Section 9. Purpose. The commission shall determine the professional credentials to be offered by NAP (RP[®], PRP[®] and others as determined by the commission), shall establish the criteria for obtaining the credentials consistent with the body of knowledge, shall establish renewal requirements and procedures, and shall rule on all appeals arising from the credentialing process.

Section 10. Duties: The commission shall:

- A. administer the credentialing programs of the NAP within accepted psychometric practices;
- B. approve education programs required to retain credentials;

- C. initiate periodic job analysis studies and use the results to keep the body of knowledge current, provided that any changes to the body of knowledge must be approved by the NAP Board of Directors’
- D. recommend pricing for credentialing programs to the Board of Directors;
- E. promote the credentialing program; and
- F. perform other duties related to the credentialing program as needed

**ARTICLE XII
DISCIPLINE**

Section 1. Professional Responsibility and Member Discipline Committee.

- A. **Composition.** The professional responsibility and member discipline 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-convention) of each biennium to serve as chairman of the committee for a period corresponding to that of the officers.
- E. **Accountability.** The committee shall report only to the NAP Board of Directors.

Section 2. Complaints.

- A. **Processing of Complaints.** The professional responsibility and member discipline committee shall process complaints concerning alleged professional responsibility violations and alleged member discipline complaints in accordance with applicable rules adopted by the board of directors.
- B. **Penalties.** The professional responsibility and member discipline committee may:
 1. issue a reprimand, subject to appeal by the respondent to the NAP Board of Directors; or
 2. recommend to the NAP Board of Directors the suspension or revocation of a membership or credential classification.

**ARTICLE XIII
ELECTRONIC MEETINGS AND COMMUNICATIONS**

Section 1. Meetings. The NAP biennial convention, membership meetings, district meetings, Board of Directors, all commissions, committees, and subcommittees shall be authorized to meet through electronic means 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 XIV
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, 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 XV INDEMNIFICATION

Any individual who is a party to a proceeding because he or she is or was a director, employee or agent of NAP or its predecessor Missouri or District of Columbia corporations shall be indemnified to the fullest extent permitted by law under the District of Columbia statutes governing nonprofit corporations.

ARTICLE XVI 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 XVII AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

Section 1. Convention Action. The Articles of Incorporation and these bylaws may be amended, and any other action defined as a fundamental transaction by the applicable law of the jurisdiction in which NAP is incorporated may be authorized, 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 XIII, 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.

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.