

NATIONAL ASSOCIATION OF PARLIAMENTARIANS®  
OPERATIONAL POLICIES AND PROCEDURES MANUAL  
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## VISION STATEMENT

NAP's vision is to provide parliamentary leadership to the world.

## MISSION STATEMENT

NAP is a society dedicated to educating leaders throughout the world in effective meeting management through the use of parliamentary procedure.

## CHAPTER 1 – INTRODUCTION

### 1.1 NAP's Commitment to Full Compliance with the Law

The NATIONAL ASSOCIATION OF PARLIAMENTARIANS® is committed to ensure that all of its policies, practices, procedures, and implementation of same, are and will be consistent with all legal requirements including, but not limited to, United States Federal law such as the Americans with Disabilities Act and the Civil Rights Act of 1964, as amended, individual state laws, local laws, and Canadian law, as applicable. To that end, the NAP Board of Directors intends:

- 1.1.01. To state this policy whenever appropriate including, but not limited to, NAP bylaws, standing rules, special rules of order, operational policies and procedures, personnel manual, employment applications, and applications for; and
- 1.1.02. To conduct a continuing audit of NAP's policies, practices, procedures, and of same, as much as reasonably feasible, to ensure NAP's full compliance with the law.

### 1.2 Purpose

These operational policies and procedures are adopted for the purposes of implementing provisions of the NAP Bylaws and furnishing procedures for officers, district directors, and committees in the performance of their respective duties.

### 1.3 Amendment

The operational policies and procedures contained within this manual shall be amended the board of directors. Proposed amendments to the policies and procedures document be submitted to the policies and procedures committee to present to the board of directors (See policy 9.1.03B). Amendments may be proposed by NAP Board members or national committees.

### 1.4 Distribution

At the first board meeting of each new administration, or as soon as possible thereafter, headquarters shall furnish, in electronic format, a copy of the operational policies and procedures to members of the board; parliamentarian; *NP* editor; and convention, training conference, leadership conference, and workshop coordinators; and others as designated the president. When amended, updated copies will be furnished electronically.

### 1.5 Availability

These operational policies and procedures shall be available to NAP members on the NAP website.

## CHAPTER 2 – GENERAL MEMBERSHIP

### 2.1 Use of NAP Trademarks

- 2.1.01. Chartered divisions of NAP may incorporate NAP’s trademarked logo mark and logotype (collectively, “logo”) into their own logo, subject to final approval by NAP.
- 2.1.02. Individual members, in good standing are authorized to wear NAP emblems and use trademarked symbols of NAP on letterheads, websites, and professional cards to identify themselves as members of NAP. The use of trademarked symbols of NAP on other printed material or for any other purpose is expressly prohibited to individual members unless specifically authorized by the board of directors or the material is printed directly under the authority of NAP. NAP letterhead may be used for official business by the president, members of the board of directors, and advisors, with the president’s authorization.

### 2.2 Use of NAP Emblems

- 2.2.01. The NAP President’s pin shall be worn by the NAP President while in office and shall remain the property of NAP. It shall not be reproduced other than for NAP official use.
- 2.2.02. Jewelry, bearing the NAP logo will be available for members, unit and club presidents, association presidents, district directors, and commissioners.

### 2.3 Membership Examination

- 2.3.01. The membership examination may be taken at any time with the approval of the chairman of the Membership Examiners Committee.
- 2.3.02. Individuals pursuing NAP membership shall have the option to take the examination composed of 100 questions taken from the bank of 300 study questions maintained and published by the committee. Questions for the examination shall be based on the current edition of *Robert's Rules of Order Newly Revised*. Individuals shall also have the option to take the 40 question exam based on the current edition of *Robert's Rules of Order Newly Revised in Brief*. Questions shall be taken from a bank of questions maintained and published by the committee. An individual who fails to indicate the choice of exam on the membership application will be contacted by NAP Headquarters for the preference.
- 2.3.03. A minimum grade of 80% shall be required to pass the examination.
- 2.3.04. To the extent possible, the committee will provide examinations adapted for people with disabilities. The committee chairman shall have the authority to make accommodations as deemed necessary and fair to allow all applicants an opportunity to take the examination.

### 2.4 Bylaws of an Association

#### Application for a charter

- 2.4.01. The association president pro tem shall secure from headquarters an organizational kit containing a charter application form, a request for approval of new association bylaws form, sample association bylaws, and instructions.
- 2.4.02. The proposed association bylaws shall be sent to the bylaws committee chairman, who will forward copies to the other members of the committee. The bylaws committee chairman shall send any necessary or recommended changes in writing to the applicant.

- 2.4.03. Upon approval of the bylaws by a majority of the bylaws committee, the bylaws committee chairman shall send an approved copy of the bylaws to the association and to headquarters.
- 2.4.04. The association shall provide a copy of the approved bylaws to the district director.

## **2.5 Bylaws of a Unit**

### Application for a charter

- 2.5.01. The unit president pro tem shall secure from headquarters an organizational kit containing a charter application form, a request for approval of new unit bylaws form, sample unit bylaws, and instructions. The application must be signed by the association president or state/province chairman, or district director. Any application for an electronic unit must be signed by the association president or state/provincial chairman with which the unit intends to affiliate.
- 2.5.02. The proposed unit bylaws shall be sent to the bylaws committee chairman, who will forward copies to the other members of the committee. The bylaws committee chairman shall send any necessary or recommended changes in writing to the applicant.
- 2.5.03. Upon approval of the bylaws by a majority of the bylaws committee, the bylaws committee chairman shall send an approved copy of the bylaws to the unit and to headquarters.
- 2.5.04. The unit shall provide a copy of the approved bylaws to the association president or state/province chairman and to the district director.

## **2.6 Bylaws of a Youth Group**

### Application for a certificate

- 2.6.01. The application for a certificate of youth group membership shall be made on an official form obtained from headquarters.
- 2.6.02. The proposed bylaws shall be sent to the bylaws committee chairman, who will forward copies to the other members of the committee. The bylaws committee chairman shall send any necessary or recommended changes in writing to the applicant.
- 2.6.03. Upon approval of the bylaws by a majority of the bylaws committee, the bylaws committee chairman shall send an approved copy of the bylaws to the youth group and to headquarters.
- 2.6.04. Headquarters shall issue a certificate of youth group membership following application approval.

## **2.7 NAP Representative**

### 2.7.01. Request for NAP Representative

- A. Each association and district is entitled once within each biennium to have a member of the board of directors or other representative, approved by the president with concurrence of the requesting association or district, as an official NAP representative. All requests must be submitted to headquarters and approved by the president.
- B. The NAP representative will participate in the program, share information, and promote NAP activities and programs.

- C. After the request for an NAP representative is approved, the following materials shall be forwarded to the contact person in the association or district:
  - (1) Cover letter from NAP president
  - (2) Responsibilities of Districts/Association in Regard to National Representatives Form
  - (3) Information for National Representative Form
  - (4) Report of Association/District Meeting Regarding National Reprs Form
- D. The responsibilities of districts/associations in regard to the NAP representative shall be approved by the board of directors and sent to all associations and districts.
- E. All costs from arrival in the city until departure shall be paid by the host association or district, including transportation to and from the arrival city airport, lodging, and meals. (See policy 3.3.03)
- F. Upon approval of an NAP representative to an association, the association's district director shall be notified by the NAP president.

#### 2.7.02. Reporting Procedure

- A. No later than two weeks after the visit, a "Report of the State Association/District Form" must be forwarded to headquarters by the contact person or assigned designee. The NAP president shall share pertinent feedback with the representative.
- B. The NAP representative shall submit the "Report of the NAP Representative Form" to the NAP president, copying NAP headquarters within two weeks of the meeting.

#### 2.7.03. Forms

The responsibility for developing the appropriate forms shall be assigned to headquarters with final approval by the president. If forms are changed, the new forms shall be forwarded to each member of the NAP Board of Directors and posted online as soon as feasible.

### **2.8 Professional Registered Parliamentarians Virtual Referral Directory (VRD)**

2.8.01. Participation in the NAP Professional Directory shall be limited to NAP members who are Professional Registered Parliamentarians (PRP).

#### 2.8.02. Participation Procedures:

- A. PRPs who wish to participate in the VRD shall submit their information via the NAP website.
- B. PRPs participating in the VRD shall agree to the following statement: "I give NAP permission to release said information. I acknowledge that I am responsible for the completeness and accuracy of all information submitted, including appropriate category selections on the submission form and that I may only list NAP credentials in this directory."

- C. NAP Headquarters shall review submissions to ensure that individual is a current member of NAP and holds the Professional Registered Parliamentarian credential.
- D. NAP shall periodically review the VRD to remove any listing for individuals who have forfeited their NAP membership or PRP credential.

2.8.03. Referral Procedures:

- A. The VRD shall be available online.
- B. The following statement shall be included on the search page: “The National Association of Parliamentarians<sup>®</sup> (NAP) provides this listing as a service to those who request assistance in locating a Professional Registered Parliamentarian<sup>®</sup> (PRP). NAP certifies that the individual is a member of NAP and has attained the PRP credential. NAP does not act as an agent for the parliamentarians listed. Those who wish to obtain the services of a Professional Registered Parliamentarian in the VRD should contact the parliamentarian directly to negotiate terms of engagement.

**2.9 Authoring of Educational Materials**

Educational resources shall be created and/or published under the administration of the Educational Resources Committee as outlined in policy 9.4.



## CHAPTER 3 – FINANCIAL ADMINISTRATION

### 3.1 Independent Financial Review

The financial records of NAP shall be audited or reviewed annually and at other times as requested by the board of directors. All reports of the independent accountant shall be submitted to the board of directors for approval. The Budget and Finance Committee shall be authorized to manage the engagement.

### 3.2 Budget

#### 3.2.01. Budget Preparation

- A. The Treasurer and Executive Director shall prepare an annual operating budget for approval by the Budget and Finance Committee. The Treasurer shall present the committee-approved budget to the Board of directors for adoption prior to the close of the prior fiscal year.
- B. The operating budget shall include line items for ordinary and necessary expenses excluding national events.
- C. The budget shall include line items to cover travel expenses for board and committee meetings, district director travel, and NAP representatives to other organizations when authorized by the president.

#### 3.2.02. Budget Line Overages

Any budget-line overage, anticipated or submitted, shall be called to the attention of the Treasurer for inclusion in the regular financial reports to the Board.

### 3.3 Reimbursement Policies

#### 3.3.01. Travel and Reimbursement Policies

Only travel that has been approved by the president or the board of directors shall be eligible for reimbursement. For approved travel, including board and committee meetings, the following expenses shall be eligible for reimbursement for required attendees:

- A. Travel
  - (1) If by automobile, current business mileage rate allowed by the federal government, plus any toll fees and parking, provided the total does not exceed \$600.
  - (2) If travelling by other means, including plane and trains, actual cost of transportation not to exceed cost of \$600 (based on one economy class seat with a minimum 14-day advance purchase with one checked bag).
  - (3) Cost of transportation to and from airport plus airport parking. The cost of car rental may be reimbursed up to the amount of shuttle transportation (or taxi if shuttle is unavailable) to and from the meeting facility unless otherwise approved by the president.
  - (4) Board members whose term of office expires during the convention will be reimbursed for round-trip travel.

- (5) New Board members elected during the convention will be reimbursed for 50% of their round-trip travel.
- (6) Travel reimbursement shall be made based upon actual expenses. If a member donates frequent flyer miles for otherwise, reimbursable travel, only out-of-pocket taxes and fees paid on the ticket may be reimbursed.
- (7) Non-emergency ticket change fees will be reimbursed only when made to lower the total travel cost to NAP, for example when a significantly lower airfare from that of the original ticket becomes available. Expenses incurred due to an emergency requiring travel changes must be approved by the president.

**B. Per Diem Rate**

- (1) Per diem shall be \$150 and shall be paid only once per calendar day. Per diem is intended to help defray the cost of lodging, meals, and incidental expenses while away from home on NAP business.
- (2) An individual absent from 50% or more of a daily board or committee meeting shall not receive per diem for that day unless otherwise approved by the president.
- (3) The chairman of a committee, if invited by the president to report to the board of directors, shall be reimbursed at the per diem rate for each day in attendance as required.

**C. President's Travel Expenses**

The president shall be reimbursed actual expenses for travel, lodging and meals.

**3.3.02. NAP Representation at District or Association Meetings**

Round-trip transportation from the official NAP representative's home to the city of arrival shall be reimbursed by NAP. The host association or district shall be responsible for reimbursing all on-site travel-related expenses.

**3.3.03. Requisition for Funds**

- A. A request for reimbursement shall be made on the official form provided by headquarters. The requisition and supporting documentation must be submitted to the executive director within 60 days of the completion of the event or by November 15, whichever comes first.
- B. Reimbursement requests shall be signed by the requestor and approved by:
  - (1) The committee chairman or district director, and either the president or treasurer for reimbursements exceeding \$300.
  - (2) The committee chairman or district director, and the executive director for reimbursements less than \$300.
  - (3) The vice-president or treasurer for reimbursements to the president.
  - (4) The requestor and approver shall not be the same individual.

**3.4 Events**

#### 3.4.01 National Events – Generally

- A. National events include district conferences, the biennial convention, training conferences, and courses. The event planning committee shall develop a budget with the assistance of the executive director for approval by the board of directors.
- B. A final financial report for the event shall be provided by the treasurer to the board of directors.
- C. All event registrations shall be processed by headquarters.
- D. Expenses should be submitted directly to headquarters for payment.

#### 3.4.02 District Conferences

Each district event budget shall include the travel, meals, and lodging expenses of the district director as well as the on-site lodging, ground transportation, and meals of the NAP representative in accordance with the policies stated in 3.3.01. The budget shall be submitted to the executive director and treasurer for approval prior to registration fees being published.

#### 3.4.03 National Event Coordinator Expenses

The national event coordinator and assistant coordinator, shall be eligible for travel and per diem (see 3.3.01) one day prior to the beginning of the event activities until the close of the event. The workshop coordinator and assistant coordinator shall be eligible for travel and per diem (see 3.3.01) from one day prior to and through completion of the workshops. A coordinator absent from 50% or more of daily required duties shall not receive per diem.

### **3.5 Financial Governances**

3.5.01 A minimum of \$25,000 of net assets shall be restricted as to use, except as authorized by the president and treasurer upon advice of the executive director.

3.5.02 Gifts to NAP in the form of investment securities shall be deposited to our brokerage account and managed in accordance with NAP's investment policy.

3.5.03 The budget and finance committee shall annually review the Form 990 tax return prior to filing to ensure accuracy and completeness. A copy of the return as filed will be electronically sent to all board members. The president, treasurer, and executive director shall all be authorized to sign tax returns of the association.

#### 3.5.04 Conflict of Interest Policy for Governing Members

To protect this tax-exempt association, the Conflict of Interest policy in Appendix D shall be in effect for board and committee members.

## CHAPTER 4 – PUBLICATIONS

### 4.1 Style Manual

The rules contained in the current edition of the *Chicago Manual of Style* shall govern in all cases to which they are applicable and not in conflict with the adopted parliamentary authority. The *Chicago Manual of Style* shall not apply to the governing documents of NAP.

### 4.2 Listing of Credentials

NAP members shall only be listed with NAP and AIP credentials on NAP materials and products.

### 4.3 Educational Material

- 4.3.01 The official abbreviation for the parliamentary authority of NAP for use in educational material shall be RONR.
- 4.3.02 Educational materials published by NAP shall include the date of original publication and of any subsequent revision.
- 4.3.03 In accordance with NAP Bylaws, printed and electronic materials developed by and submitted from the educational resources committee for publication shall be published in the name of NAP with authorship indicated as follows:
- A. Printed works created as an original project in which more than one committee member contributed to writing the work or a compilation shall be published under the authorship of the committee with names of all committee members listed.
  - B. Printed works created by a single committee member who authored at least 80% of an original work shall be published with the member indicated as the lead author and the names of all the other committee members shall be listed.
  - C. Printed materials developed by an individual who is not a member of the educational resources committee, and submitted for publication by NAP or incorporated in a publication produced by the educational resources committee, may be recognized by a footnote in the published material.
  - D. Electronic works, such as online courses and compact discs, shall be published without acknowledgment of authorship.
- 4.3.04 Requests for reproducing NAP educational material by other than a constituent division shall be granted by the executive director. Permission shall be contingent on an information credit line in the requester's publication as follows: "This excerpt reprinted as originally published with permission of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS®. Copies of the original publication (title), (year published), all rights reserved from which this excerpt is taken, are available for purchase at the NAP Headquarters, (address and telephone)" and a copy of the reprint being sent to the headquarters office for the file.

### 4.4 Inventory and Sales

- 4.4.01 The executive director shall keep the board of directors advised as to the inventory and sales record of NAP publications.

4.4.02 Headquarters shall always maintain an appropriate level of inventory until advised that a review is to take place.

## **4.5 National Parliamentarian (NP)**

### 4.5.01 Purpose

The purpose shall be to:

- A. Promote the object of NAP
- B. Give instruction on parliamentary procedure through feature articles and a question and answer section to which members may submit questions.

### 4.5.02 Editorial Staff

The editorial staff shall consist of:

- A. The president as editor-in-chief.
- B. The editor, who shall not assume responsibility for rewriting articles, but who shall have the right to edit all materials submitted.
- C. The assistant editor, who shall perform such functions as requested by the editor, and who shall assume the duties of the editor if, for any reason, the editor is unable to discharge the duties of that office.
- D. The question and answer research editor and assistant, the parliamentarian, and a consultant, who shall be professional registered parliamentarians and who shall be responsible for the question and answer section on parliamentary questions – all questions relating internally to NAP shall be referred to the parliamentarian who shall render opinions.
- E. The reviewing committee of at least three registered or professional registered parliamentarians, who shall examine and approve educational material on parliamentary procedure submitted for publication in the *NP*.

### 4.5.03 Contents

- A. Issues will reference ways to obtain parliamentary materials available from headquarters.
- B. Space in each issue shall be reserved to print the names of each new registered parliamentarian, professional registered parliamentarian, Silent Gavel, and member, and for an article on the educational foundation.
- C. The adopted history shall be published in the *NP*.
- D. The following sentence shall appear in each issue on the NP masthead page: “All rights to reproduce or reprint any portion of this publication are reserved, except by written permission of the editor. Opinions expressed herein are not necessarily those endorsed by NAP.”
- E. The editor shall have the privilege of granting requests for reprinting, provided proper credit is given the author and the publication. The editor shall require a copy of the reprint. Permission to reproduce or reprint an article is granted automatically and unconditionally to the author.

- F. Permission shall not be granted for publication of content on any electronic message board.
- G. The rules contained in the current edition of the *Chicago Manual of Style* shall govern in all cases to which they are applicable.

#### 4.5.04 Publication and Distribution

- A. The *NP* shall be published at least quarterly.
- B. A copy of each issue shall be mailed to each member, to the president of each club affiliated before 1953, to each youth group, and to such others as may be directed by the board of directors. The *NP* shall be mailed first class to members residing in locations outside the continental United States and Canada.
- C. The *NP* shall also be available on a paid-subscription basis. The price of individual subscriptions shall be determined by the board of directors.

### 4.6 Sale of Publications/Other Sale Items

4.6.01 Publications and other materials and services, other than those sold by NAP, may be sold at NAP conventions and NAP Training Conferences provided that:

- A. NAP does not currently sell the material or service.
- B. The vendor has signed a vendor agreement approved by the NAP President.
- C. It is sold from a designated location separate from NAP publications and the location is designated “Individually produced and not endorsed by NAP.”
- D. Each person or group selling such material at NAP conventions, NAP Training Conferences or board meetings shall pay NAP a fee as determined by the board of directors for the privilege of selling.
- E. Each person or group shall be responsible for obtaining sales tax permits where required.
- F. Member vendors shall pay the meeting registration fee.
- G. Only one vendor shall be allowed per table.
- H. The vendor sales area shall be closed during times when business meetings are being held.

4.6.02 At NAP events, only NAP or the sponsoring NAP constituent division shall be allowed to sell parliamentary resources stocked by NAP, except when NAP or an NAP constituent division is co-sponsoring an event with another parliamentary organization.

### 4.7 Assignments and Agreements

NAP shall only publish works for which there are appropriate copyright assignments or work-for-hire agreements, including any necessary permissions for protected content used in the works, on file. The board of directors is authorized to waive this requirement when necessary.

## **CHAPTER 5 – PROFESSIONAL RESPONSIBILITY AND MEMBER DISCIPLINE COMMITTEE**

### **5.1 Procedures**

- 5.1.01 The committee shall process complaints concerning alleged professional responsibility violations and alleged member discipline complaints in accordance with the applicable rules adopted by the board of directors.
- 5.1.02 Members of the Professional Responsibility and Member Discipline Committee should not participate in the discussion of or vote on a professional ethics complaint in which they have a direct personal or pecuniary interest not common to other members.
- 5.1.03 Instances in which members should consider recusing themselves include the following:
  - A. The member is a party to the complaint.
  - B. The member is related to any party by marriage or within the third degree.
  - C. The member has a personal financial interest in the matter.
  - D. The member is likely to be a witness; or
  - E. The member has a personal bias or prejudice concerning the subject matter or a party.

## CHAPTER 6 – CAMPAIGNING

### 6.1 NAP Officer Campaign Policy

6.1.01 NAP's Campaign Policy shall be:

- A. Printed in the fall issue of the *National Parliamentarian*® of even numbered years.
- B. Provided to any member upon request.
- C. Available on the NAP website in the members only section.

6.1.02 Under the NAP Campaign Policy, a candidate is defined as a member who has declared his or her candidacy for an office listed in Article V.1 or Article X.1 of the NAP Bylaws by submitting a signed NAP Consent Form to Serve to headquarters prior to publication in the *National Parliamentarian*® or to the secretary within 30 minutes of closing of nominations.

6.1.03 All election campaigns shall be conducted with professionalism as the fundamental guideline. This includes, but is not limited to, the following principles which apply to all members as well as, districts, associations, and units:

- A. All campaigning shall be conducted in a spirit of fairness and honesty.
- B. There shall be no personal attacks or impugning of any candidate's character.

6.1.04 Guidelines for distribution of candidate information:

- A. NAP Headquarters shall not provide membership lists, event registrations, or delegate lists or labels for the purpose of campaigning.
- B. No NAP funds or staff time, other than that set forth elsewhere in these guidelines, may be expended for the purpose of facilitating any campaign activities.
- C. A photo and statement from each candidate shall be printed in the spring issue of the *National Parliamentarian*® in the election year. Any qualified candidate who submits his or her Consent to Serve form to NAP Headquarters by the submission deadline of the spring issue of the *National Parliamentarian*® (NP) may have a statement and picture published in that issue. The NP editor may establish format requirements for the submission. (See NAP Standing Rule 7.)



## CHAPTER 7 – NATIONAL EVENTS

### 7.1 Convention

#### 7.1.01 Convention Procedural Manual

A convention procedural manual containing completed guidelines for the conduct of conventions shall be maintained. The manual shall include guidelines for pre-convention planning, charts for room requirements, personnel needed for and during convention, and other items that will facilitate the proper and efficient preparation and conduct of a convention. This convention procedural manual shall be kept current by each convention coordinator for the succeeding biennial convention. Each convention coordinator shall file with the manual a report of the convention with suggestions for consideration by the next coordinator. The convention file, the updated manual, and a copy of the final report, including a summary of delegate evaluation sheets shall be forwarded to headquarters within 60 days after the close of the convention.

#### 7.1.02 Convention Coordinator

- A. A convention coordinator for any future convention shall be appointed by the president in office at the time of the site selection, with the approval of the board of directors.
- B. The convention coordinator shall be responsible for recommending to the president appointments for the on-site committees and for planning and overall direction of on-site activities, except those relating to the convention program, credentials, rules of the convention, resolutions, and elections within the guidelines established by the board of directors and under the general direction of the president.
- C. For the planning and conducting of a convention, the president, in consultation with the convention coordinator, may appoint a local arrangements committee.
- D. The convention coordinator shall submit a proposed budget, registration fees, and sales table fees for approval at the mid-term meeting of the board of directors.
- E. A final report shall be submitted to the president, past president, treasurer, board of directors, and headquarters within 60 days after the close of the convention.
- F. The general arrangements committee shall be chaired by the convention coordinator and shall include the chairmen of the following committees:
  - (1) Local arrangements
  - (2) Finance and registration
  - (3) Program
  - (4) Publicity

#### 7.1.03 Assistant Convention Coordinator

An assistant convention coordinator for any future convention may be appointed by the president in office at the time of the site selection, with input from the convention coordinator and approval of the board of directors.

#### 7.1.04 Workshop Coordinator

- A. A workshop coordinator and assistant workshop coordinator shall be appointed by the president, with the approval of the board directors.
- B. The workshop coordinator and assistant workshop coordinator shall work with the president and the convention coordinator to obtain presenters and facilities for the convention workshops.
- C. All NAP members presenting workshops shall pay the convention registration fee. Any presenter who has not paid the registration fee 30 days prior to the workshop will be replaced.

7.1.05 Convention Committees. The following committees may be appointed by the president as needed at the president's discretion.

A. Local Arrangements Committee

The local arrangements committee chairman shall submit an interim report to the convention coordinator by November 30 following the convention, and a final report by December 31 following the convention.

B. Convention Finance and Registration Committee

- (1) Financial transactions related to the convention shall be through the official books of account at headquarters.
- (2) The convention registration fee shall be waived for the president, convention coordinator, assistant coordinator (if appointed), technical coordinator (if appointed), workshop coordinator.
- (3) Income received from all sources shall be forwarded directly to the executive director, identifying sources of funds, such as registration, tours, meals, and other items.
- (4) The committee shall:
  - a) Be responsible for preparing a budget and recommending the amount of the registration fee to the mid-term meeting of the board of directors
  - b) Be responsible for submitting requisitions from local committees to the convention coordinator for approval, after which reimbursement shall be made
  - c) Be responsible for collecting registration and other fees at the convention from members not pre-registered, and forwarding these to headquarters
  - d) Be responsible for collecting fees for sales tables

C. Convention Program

- (1) NAP Past Presidents shall be the honored guests of NAP at an event held in conjunction with the biennial convention.
- (2) A convention banquet shall be held to honor the current officers and welcome the newly elected officers.

D. Convention Publicity Committee shall:

- (1) Set up a definite schedule for releasing publicity and programs to the news media
- (2) Obtain approval of the president for all releases

E. Credentials Committee

- (1) Headquarters shall:
  - a) Be responsible for issuing credentials for accredited voting members and alternates for the convention
  - b) Supply the credentials committee with a list of all eligible voters
- (2) The credentials committee shall:
  - a) Prepare and issue voting credentials to qualified members of the convention voting body
  - b) Present an initial report at the opening of the convention
  - c) Submit additional reports upon request of the president
  - d) Give a report to the voting body just prior to elections
  - e) Give a complete report of those in attendance on the last day of the convention

F. Rules Committee shall draft and submit convention rules to the convention. The president and parliamentarian may attend meetings as advisers.

G. Resolutions Committee shall:

- (1) Receive, consider, edit, and evaluate all resolutions referred to it
- (2) Initiate resolutions, if deemed desirable
- (3) Report resolutions to the convention with the recommendations of the committee

H. Elections Committee shall:

- (1) Consist of a chairman and as many members as deemed necessary
- (2) Draft and submit convention election rules for presentation to the convention
- (3) Supervise the voting
- (4) Serve as tellers for the counting of ballots
- (5) Report such results to the convention as directed by the president

7.1.06 Officers' Duties in Relation to Convention

A. The president shall be responsible for:

- (1) Transferring the NAP President's pin to the incoming president
- (2) Consulting with the convention coordinator regarding the issuing of formal invitations

- B. The vice president, with the assistance of headquarters, shall be responsible for the acquisition of:
  - (1) A gavel for the incoming president engraved with the mace, the president's name, and term of service
  - (2) A pin for the past president
  - (3) A gift for the outgoing president on behalf of the board of directors

#### 7.1.07 Vendor Sales Tables

Sale of publications/other sale items shall be as provided in policy 4.4.

## 7.2 NAP Training Conference

### 7.2.01 Conference Procedural Manual

A NAP Training Conference Procedural Manual containing completed guidelines for the conduct of conferences shall be maintained. The manual shall include guidelines for pre-conference planning, charts for room requirements, personnel needed for and during the NAP Training Conference, and other items that will facilitate the proper and efficient preparation and conduct of a conference. This conference procedural manual shall be kept current by each conference coordinator for the succeeding NAP Training Conference. Each conference coordinator shall file with the manual a report of the conference with suggestions for consideration by the next coordinator. The NAP Training Conference file, the updated manual, and a copy of the final report, including a summary of evaluation sheets, shall be forwarded to headquarters within 60 days after the close of the conference.

### 7.2.02 Conference Coordinator

- A. A conference coordinator shall be appointed by the president in office at the time of the site selection, with the approval of the board of directors.
- B. The conference coordinator shall be responsible for recommending to the president appointments for the on-site committees, planning, and overall direction of on-site activities, including those relating to the membership meeting, within the guidelines established by the board of directors and under the general direction of the president.
- C. For the planning and conducting of a conference, the president, in consultation with the conference coordinator, may appoint a local arrangements committee.
- D. The NAP Training Conference coordinator shall submit a proposed budget, registration fees, and sales table fees for approval at a meeting of the board of directors held prior to April 30 of the even numbered years.
- E. A final report shall be submitted to the president, treasurer, board of directors, and headquarters within 60 days after the close of the NAP Training Conference.
- F. The general arrangements committee shall be chaired by the conference coordinator and shall include the chairmen of the following committees:
  - (1) Local arrangements
  - (2) Finance and registration

- (3) Program
- (4) Publicity

#### 7.2.03 Assistant Conference Coordinator

An assistant conference coordinator for any future conference may be appointed by the president in office at the time of the site selection, with input from the conference coordinator and approval of the board of directors.

#### 7.2.04 Workshop Coordinator

- A. A workshop coordinator and assistant workshop coordinator shall be appointed by the president, with the approval of the board of directors.
- B. The workshop coordinator and assistant workshop coordinator shall work with the president and the conference coordinator to obtain presenters and facilities for the conference workshops.
- C. All NAP members presenting workshops shall pay the conference registration fee. Any presenter who has not paid the registration fee 30 days prior to the workshop will be replaced.

#### 7.2.05 Conference Committees. The following committees may be appointed by the president as needed at the president's discretion.

##### i. Local Arrangements Committee

The local arrangements committee chairman shall submit an interim report to the conference coordinator by November 30 following the conference, and a final report by December 31 following the conference.

##### B. Conference Finance and Registration Committee

- (1) Financial transactions related to the conference shall be through the official books of account at headquarters.
- (2) Income received from all sources shall be forwarded directly to the executive director, identifying sources of funds, such as registration, tours, meals, and other items.
- (3) The committee shall:
  - a) Be responsible for preparing a budget and recommending the amount of the registration fee to the post-convention meeting of the board of directors
  - b) Be responsible for submitting requisitions from local committees to the conference coordinator for approval, after which reimbursement shall be made
  - c) Be responsible for collecting registration and other fees at the conference from members not pre-registered, and forwarding these to headquarters
  - d) Be responsible for collecting fees for sales tables

##### C. Conference Publicity Committee shall:

- (1) Set up a definite schedule for releasing publicity and programs to the news media
  - (2) Obtain approval of the president for all releases
- 7.2.06 Financial transactions related to the conference shall be through the official books of account at headquarters.
- 7.2.07 The NAP Training Conference fee shall be waived for the president, conference coordinator, assistant coordinator (if appointed), technical coordinator (if appointed), and workshop coordinator.
- 7.2.08 Vendor Sales Tables
- Sale of publications/other sale items shall be as provided in policy 4.4.

### **7.3 Leadership Conference**

A leadership conference coordinator and assistant coordinator shall be appointed by the president, with the approval of the board of directors, to plan and conduct the annual leadership conference held prior to the convention or the NAP Training Conference.

### **7.4 Procedures for Selection of Convention Sites**

- 7.4.01 Invitations for holding the biennial convention of NAP may be received and acted upon at the mid-term meeting of the board of directors for the convention to be held five years hence.
- 7.4.02 Invitations will be submitted by chartered associations only and shall include detailed information about available hotel and meeting room facilities and transportation to the city.
- 7.4.03 The appropriate district director and/or district director-elect shall be notified of the association's intent to extend an invitation.
- 7.4.04 The NAP shall rotate biennial convention sites according to 3 geographical areas of the USA and Canada as listed in Appendix C.
- 7.4.05 The NAP shall use a meeting procurement firm to research the viability of biennial convention sites for final approval by the board.

### **7.5 Procedures for Selection of NAP Training Conference Sites**

- 7.5.01 Invitations for holding the NAP Training Conference may be received and acted upon at the mid-term meeting of the board of directors for the NAP Training Conference to be held four years hence.
- 7.5.02 Invitations will be submitted by chartered associations only and shall include detailed information about available hotel and meeting room facilities and transportation to the city.
- 7.5.03 The appropriate district director and/or district director-elect shall be notified of the association's intent to extend an invitation.
- 7.5.04 The NAP shall rotate NAP Training Conference sites according to 3 geographical areas of the USA and Canada as listed in Appendix C.

7.5.05 The NAP shall use a meeting procurement firm to research the viability of the NAP National Training sites for final approval by the board.

## **7.6 Photography at NAP National Events**

7.6.01 Participants shall allow the National Association of Parliamentarians (NAP), NAP divisions, and the NAP Educational Foundation to use conference photographs, video footage, and their names for NAP promotional purposes. Non-limiting examples of NAP promotional purposes include the publications, presentations, online social media, websites, advertising to non-members, and e-mail messages to members.

7.6.02 Special photo sessions with a member and one or more consenting other individuals in the photo may be used by that member for press releases or that member's own business promotional purposes.

7.6.03 Members posting photos taken by the official NAP photographer on social media sites including him/herself only do not require permission for use. Photos with other individuals require permission of the other individuals in the picture prior to use by the member on any social media site.

7.6.04 Members may opt out of being photographed in any pictures at national events by notifying NAP at least one day prior to the opening of the event. Photos taken of large group panoramic settings (i.e., general sessions, workshop audiences, etc.) cannot be governed by this rule. A member must provide an opt-out notice for each national event. A member may revoke the opt-out notice upon written notice to the NAP photographer when on-site. This opt-out policy will be published on all registration forms for the national events.

7.6.05 Policies stated in Section 8.6 shall apply only to the photos taken by the NAP official photographer. Other cameras at national events will not be regulated by these rules.

## CHAPTER 8 – NAP HEADQUARTERS

### 8.1 Headquarters

#### 8.1.01 Primary Function

Within the framework established by the bylaws of NAP, the primary function of the headquarters is to provide continuity to the affairs of NAP by serving in the capacities listed below:

- A. As a receiving center for inquiries regarding NAP.
- B. As a disbursement center for the dissemination of information to members and the public.
- C. As a quasi-public relations office working with the communications committee.
- D. As a filing and storage center for permanent and temporary records of the association.
- E. As a sales center for NAP authorized material.
- F. As a publication's coordination and service center for officers and committees of NAP.
- G. As a referral center for Professional Registered Parliamentarians.
- H. As the accounting office of NAP with full responsibility for the collection and processing of dues and other income including NSF checks, for all financial records, and for the payment of authorized expenditures under the budget. The accounting office shall not sell materials until unpaid financial obligations have been paid. The president and executive director shall be authorized signers for the financial accounts. Issuance of any check of \$5,000 or more shall require authorization by a second authorized signer.
- I. As a management center for the day-to-day affairs of NAP.

#### 8.1.02 Hours

The headquarters shall be open from 8 a.m. to 5 p.m. Central Time, Monday through Friday, and shall be closed in accordance with the NAP Personnel Manual and additional days as may be determined by the executive director with the approval of the president.

#### 8.1.03 Private Files

Files containing information of a private nature, and other matters deemed private by the executive director, shall be kept locked. Only the executive director and the administrative assistant shall have keys to the files, and access to the files shall be only with the approval of the executive director, the president, or by order of the board of directors.

#### 8.1.04 Listing of Members

- A. The headquarters shall annually provide each chartered association with a listing of the NAP members residing in that state. Each association shall indicate the status of state members together with any corrections to be made to the printout. The reviewed list shall be returned to the headquarters by October 15.



- B. Information released to the board of directors or association presidents shall include name, address, telephone number, e-mail address, professional status, primary unit, expiration of PRP® status if applicable, and date of membership. The information shall be provided on CD-ROM or via e-mail.
- C. Association presidents may request that the membership list for their states/provinces be provided to designated members serving as officers or committee chairmen, such as newsletter or membership chairmen, during the association president's term of office.
- D. The membership manual shall be available to members only.

#### 8.1.05 General Responsibilities

The headquarters office shall:

- A. Maintain permanent membership records of past and present members, with their current membership status.
- B. Notify the president or chairmen of states and provinces and the district directors of members whose dues are not paid by March 1.
- C. Supply the convention credentials committee with a list of eligible voters.
- D. Display pictures of the current president and each past president at headquarters.
- E. Verify eligibility of a former member requesting reinstatement and send reinstatement application with instructions.
- F. Sale of educational material shall be handled as follows:
  - (1) NAP members:
    - a) Must make payment at the time of the sales order.
    - b) Must pay appropriate shipping & handling charges as indicated on the sales order form.
    - c) May return items to NAP within 30 days of shipping date with a 20% restocking fee.
    - d) May order materials on consignment on behalf of others and shall be responsible, within 30 days of the event, for full payment of items sold; return of unsold items, including 20% restocking fee; and all shipping costs.
  - (2) NAP constituent divisions (as defined in NAP Bylaws Article IV Section 1):
    - a) May order educational material on a consignment basis at the member price.
    - b) Must submit payment for educational materials ordered for resale at an educational seminar or meeting of a district, association, an unchartered state or province, unit, or youth group no more than 30 days following the close of the event. If payment is not received within 30 days, the privilege to order items for consignment shall be suspended until the outstanding invoice is fully paid.

- c) Must pay actual shipping cost for the educational material orders sent outside the United States. No shipping costs will be charged for orders shipped within the United States.
  - d) Must pay shipping charges for items returned to NAP.
  - e) Will be invoiced for the total order plus any applicable shipping costs if unsold items are not returned to NAP Headquarters within 30 days following the close of the event. If payment is not received within the prescribed time limit, the privilege to order items for consignment sale shall be suspended until the outstanding invoice is fully paid.
  - f) Must pay the selling price of defaced items returned to NAP. If the constituent division wants to keep the defaced items after they have paid the selling price, the items will be shipped to them at their expense.
- G. Assign NAP educational materials and supplies for the use by officers and committee members in the work of NAP upon written request in the same manner as requisition of funds. The NAP cost of the materials shall be charged against the account of the appropriate officer or committee.
  - H. Send members involved in the production of educational material a complimentary copy upon receipt of a signed requisition from the chairman of the educational resources committee. The NAP cost of the item is to be charged to a special account.
  - I. Process the charter application for new associations or new units and upon receipt of approved bylaws, issue a charter.
  - J. Maintain a file of current association and unit bylaws.
  - K. Maintain a file of the names of current NAP sponsors of youth groups.
  - L. Provide complimentary copies of international extension materials as requested, including a membership information brochure, study questions for the membership examination, and the unit manual for international extension.
  - M. Send to all past presidents all mailings which are sent to the board of directors, except they shall not receive confidential information or mail ballots. A past president may request not to receive the mailings.
  - N. As publisher of the membership manual, include the following: “Members of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS® may use the information contained in this membership manual for communication with headquarters or members for official NAP division business. Any other private use of the information in this manual, including political, promotional, or commercial communications, is strictly prohibited and constitutes misuse of NAP property.”
  - O. Process credit card purchases as set forth in the NAP Credit Card Security Policy.

(1) Duties relating to the *National Parliamentarian*®

- A. Provide for its distribution to the membership
- B. Keep additional copies available for new members and mail them when the new member list is received
- C. Maintain the file of paid subscribers to whom copies are mailed and send notification prior to subscription termination
- D. Provide complimentary copies as follows:
  - (1) Two copies to each author of feature articles as instructed by the editor.
  - (2) Additional copies as requested by members of the board of directors when needed for the responsibilities of the position.

## **8.2 Executive Director**

### **8.2.01 General Responsibilities**

The executive director shall:

- A. Maintain the book of accounts of the association in accordance with generally accepted accounting procedures and be responsible for:
  - (1) The preparation of financial statements to be distributed monthly to the board of directors
  - (2) The deposit of all income in the financial institutions approved by the president and the treasurer
  - (3) The disbursement of funds upon receipt of properly completed requisitions or other appropriate documents
  - (4) Keeping the president and treasurer advised of cash flow management
- B. Be responsible for the contents of the safety deposit box. The executive director and the treasurer or administrative assistant shall have a key to the box.
- C. Maintain a theft and dishonesty insurance policy to cover all personnel handling funds, liability insurance, fire insurance, extended coverage insurance, and other adequate insurance coverage as determined by the board of directors.
- D. Keep the board of directors advised of inventory and sales records.
- E. Furnish the editor information regarding materials for sale at headquarters and advise the editor regarding the number of copies of the NP to print.
- F. Furnish the board of directors with a monthly directory update, a list of members whose dues are delinquent February 1, and a membership forfeiture list after March 1.
- G. Provide the outgoing president and outgoing editor a bound copy of the eight issues of the NP produced during the term of office.
- H. Maintain custody of the official seal that shall read “National Association of Parliamentarians®” and that shall be imprinted on all charters and other documents as authorized by the board of directors.

### **8.2.02 Memorials**

- A. Notices of death of a member of the board of directors, of an immediate family member of an officer, or of a past president shall be sent to all members of the board of directors and to past presidents.
- B. A memorial, not to exceed \$100.00 in value, will be provided on behalf of the board of directors upon the death of an NAP past president, a current member of the board of directors, or of the spouse, parent, or child of a current member of the board of directors.

#### 8.2.03 Use of NAP Parliamentary Resource Center

A parliamentary resource center of publications on parliamentary law shall be maintained, with access supervised by the executive director. Access to the parliamentary resource center shall be by appointment during normal office hours.

## CHAPTER 9 – BOARD OF DIRECTORS

### 9.1 Special Rules of Order

- 9.1.01 The board of directors may postpone matters to its next session even though the time between these sessions may exceed a quarterly time interval.
- 9.1.02 Conduct of business in board of directors' meetings
- A. The usual rules for small boards under the current edition of *Robert's Rules of Order Newly Revised* shall apply.
  - B. The name of the member making a motion shall not be recorded in the minutes.
- 9.1.03 Known items of business, which may be presented at board meetings, shall be given to the president in advance of the board session to facilitate planning of the board meeting.
- A. This will not pertain to items of new business which incidentally arise from business conducted at the board meeting.
  - B. Proposed amendments to the policies and procedure document shall be submitted to the policies and procedures committee to present to the board of directors. (See policy 1.3)
- 9.1.04 The board of directors may suspend any operational policy and procedure by a two-thirds vote regardless of whether or not the rule being suspended has application outside a meeting context.

### 9.2 Special Rules of Order for Electronic Meetings

#### 9.2.01

- A. For an electronic board meeting, the chair, the secretary, a meeting facilitator designated by the chair, or their assistants shall schedule Internet meeting service and linked teleconference availability to begin no less than 30 minutes before the start of each meeting.
- B. Board members shall make every effort to sign into the Internet meeting service sufficiently in advance of the time of the meeting to enable their connections to be verified and, if necessary, assisted by troubleshooting.

#### 9.2.02

- A. Each board member's notice of a meeting shall include the time of the meeting, the information necessary to connect to the Internet meeting service, and, as an alternative and back-up to VOIP (Voice Over Internet Protocol) audio, information the board member needs to participate aurally by telephone. The notice shall also include a copy or a link to a copy of these rules.
- B. Unless the entire meeting is to be held in executive session, notice of the meeting shall also be posted prominently on the NAP website in a manner accessible to NAP members, together with an explanation that under Article VII, Section 3C of the NAP bylaws members of NAP may attend meetings of the NAP Board of Directors as observers, and that any member of NAP may monitor the electronic meeting but may not otherwise participate in it. NAP members or other individuals attending an electronic meeting as observers must provide their full names as they sign into the

meeting. Members or other individuals who do not do so may be barred or ejected from monitoring the meeting.

#### 9.2.03

- A. Board members shall identify themselves by full name as required to sign into the Internet meeting service, and shall maintain Internet access throughout the meeting.
- B. Board members shall also maintain aural participation throughout the meeting, either using the board member's computer microphone and speakers through the Internet meeting service or through participation in the linked teleconference.
- C. Each member is responsible for his or her connection to the Internet and teleconference; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented him or her from participating in the meeting, provided that at least a quorum of board members was connected and adequately able to participate.

9.2.04 The chair may cause or direct the temporary disconnection or muting of a member's connection if it is causing undue interference with the electronic meeting. The chair's decision to do so, which is subject to an undebatable appeal that can be made by any board member, shall be recorded in the minutes.

#### 9.2.05

- A. To seek recognition by the chair, a board member shall cause his or her hand icon to be raised. Upon recognition of a board member, the chair shall cause the lowering of all "raise hand" icons.
- B. Another board member who claims preference in recognition shall thereupon promptly raise (or raise again) his or her hand icon and may enable his or her webcam as described in paragraph C of this subsection, and the chair shall recognize the member for the limited purpose of determining whether that member is entitled to preference in recognition.
- C. Upon being recognized, the board member shall, if possible, enable his or her webcam. Upon yielding the floor, the board member shall disable his or her webcam.
- D. If feasible, a webcam video of the chair shall be displayed throughout the meeting.

9.2.06 A board member who intends to make a motion that under the rules may interrupt a speaker shall cause the member's "Disagree" icon (red-filled circle with an "X") to be raised and may enable his or her webcam as described in 9.2.05C. (This icon may not be used to indicate opposition.)

9.2.07 A board member intending to make a main motion, to offer an amendment, or to propose instructions to a committee, shall, before or after being recognized, post the motion in writing to the "Everyone Chat" window. Use of the "Everyone Chat" window shall be restricted to posting the text of intended motions.

#### 9.2.08

- A. Control of the "Agenda and Motions" frame shall be reserved to the chair, the secretary, a meeting facilitator designated by the president, and their assistants.

- B. To the extent feasible, the “Agenda and Motions” frame shall be used to display the immediately pending question and other pending questions (such as a main motion, or the pertinent part of the main motion, when an amendment to it is immediately pending). When the question is stated on a motion, to the extent feasible, its text shall be copied (when it has been submitted in writing) or typed into the “Agenda and Motions” frame.
- C. To the extent feasible, a frame shall also be used to display other documents before the meeting for action or information, such as minutes being considered for adoption or items related to a report or program.

9.2.09 All votes shall be taken by the electronic voting feature of the Internet meeting service unless otherwise ordered by the board.

### **9.3 General Responsibilities**

#### 9.3.01 Advisers

The parliamentarian and executive director shall attend board meetings in an advisory capacity.

#### 9.3.02 Transfer of NAP Materials from One Administration to Another

NAP materials relating to on-going projects, finalized action, and information of historical significance will be shipped to the designated address of the successor within 60 days after the close of the administration via the method most advantageous to NAP.

#### 9.3.03 Board Minutes

- A. Copies of approved minutes of regular and special meetings shall be distributed to all board members and advisory members.
- B. Minutes of NAP Board of Directors meetings will be posted on the NAP website within 10 days of their approval.

#### 9.3.04 Minutes Approval Committee

- A. The president shall appoint a committee of three board members to approve all minutes of the board meetings.
- B. Work will be completed within 30 days after the adjournment of the board meeting.

#### 9.3.05 Executive Session Minutes

Only one copy of each executive session’s minutes will be produced and shall be maintained at headquarters by the executive director. A confidential copy will also be distributed to all board of directors’ members.

#### 9.3.06 Contracts

- A. The board of directors or its designee shall be responsible for all contract negotiations.
- B. The president shall sign all contracts for and on behalf of the organization including those for events funded in part or in whole by district event funds.
- C. The president shall sign all personnel contracts.

- D. The executive director shall sign contracts for headquarters services with approval of the president.

## **9.4 Committees of the Board of Directors**

### **9.4.01 Budget and Finance Committee**

The budget and finance committee shall:

- A. Consist of the president, vice-president, treasurer (serving as chairman), and executive director as ex officio.
- B. Request itemized budget requests from all board members and committee chairmen.
- C. Prepare recommendations for budget adjustments, if necessary.
- D. Prepare financial report for board of directors' approval prior to each board meeting.
- E. Make recommendations to the board of directors on any proposed contract after receiving at least three bids on any contract of \$5000 or more. This bid solicitation requirement may be waived by a majority vote of the full board of directors in advance.
- F. Recommend the appropriate fees for events, courses, and exams based on the adopted budget to the board.

### **9.4.02 Pricing Committee**

The pricing committee shall:

- A. Consist of the treasurer and two board members appointed by the president with approval of the board of directors. The president shall appoint the chairman of the committee with approval of the board.
- B. Determine the quantity of educational and other sale items to be produced/maintained for sale.
- C. Set the sales prices for all items and adjust the prices on special promotion items based on recommendation of headquarters and the educational resources committee.
- D. Negotiate and approve consignment agreements based on recommendations from the educational resources committee.
- E. Obtain the signature of the president on any contract or agreement.
- F. Establish criteria for NAP publications or portions of NAP publications that may be copied by members, units, or associations for instructional purposes and provide for the printing of the appropriate authorization statement in each publication.
- G. Receive a report from the educational resources committee on items approved for consignment at each of its regular meetings.

### **9.4.03 Personnel Committee**

- A. The personnel committee shall be comprised of three members appointed by the president with the approval of the board of directors. The criteria for appointment are that the members shall have recent knowledge of or experience in staff management or



human resources practices. The third member of this committee need not be a board member if the management/HR experience is lacking otherwise.

- B. The primary function of this committee shall be to handle human resources issues that may arise and to ensure NAP operates in this area in a professional and legally sound manner.
- C. The committee shall:
  - (1) Review personnel manual annually and update it. Ensure that employees are briefed annually on any changes.
  - (2) Review and update employee evaluation tools annually in consultation with the executive director.
  - (3) Conduct the annual evaluation of the executive director with the president and report findings and recommendations to the board of directors.
  - (4) Review annual evaluations of the other employees with the executive director.
  - (5) Review compensation studies for the area and the positions annually. Make recommendations for salary adjustments for the executive director in consultation with the president (and for the employees other than the executive director in consultation with the executive director) to the board of directors.
  - (6) Review all employee benefits annually in consultation with the executive director and make recommendations if necessary.
  - (7) Review job descriptions with the executive director annually.
  - (8) Review personnel files biennially to ensure legal compliance.
  - (9) Review and approve posting of advertisements for board approved job openings.
  - (10) Oversee and approve all final personnel actions including interviewing, hiring and termination processes and decisions. *(adopted 3-8-16)*
  - (11) Recommend procedures to the board of directors for hiring a new executive director.
  - (12) Serve as the first contact on behalf of the board of directors for employee grievances, complaints of sexual harassment, or appeals of disciplinary actions of the executive director.
  - (13) Make recommendations to the board of directors regarding employee grievances, formal complaints, or appeals of disciplinary actions.

#### 9.4.04 Policies and Procedures Committee

A policies and procedures committee of three members of the board of directors shall be appointed by the president at the first board meeting of the biennium. The president may and the parliamentarian shall attend meetings as advisers.

### 9.5 Action Without a Meeting

In accordance with the governing District of Columbia statute under which NAP is incorporated, action may be taken by the board of directors without a meeting if each director signs a consent describing the action to be taken and delivers it to NAP headquarters. The consent must be inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form. Any action taken outside a meeting by electronic means must be recorded in the minutes of the next regular meeting.

## CHAPTER 10 – COMMITTEES

### 10.1 Standing Committees

#### 10.1.01 Plan of Work

Each standing committee shall develop a plan of work and procedures, and submit them to the president for approval immediately following its first committee meeting.

#### 10.1.02 Procedural Manual

Each standing committee shall develop and maintain a procedural manual for the committee.

#### 10.1.03 Communications

Each standing committee shall inform the president of all substantive communications.

#### 10.1.04 Minutes

Memorandum of all committee meetings will be kept, and a copy forwarded to the president.

#### 10.1.05 Meetings

- A. The president shall be notified of the date, place, and time of all committee meetings.
- B. All committee meetings and the budget for each meeting must be approved in advance by the president. Refer to policy 3.2.01C for additional information.

### 10.2 Bylaws Committee

#### 10.2.01 General Responsibilities

The bylaws committee shall:

- A. Prepare amendments/revision to the NAP Bylaws and standing rules in accordance with NAP Bylaws Article IX Section 1B.
- B. Approve bylaws of all new associations, units, and youth groups as referenced in policies 2.4, 2.5, and 2.6.
- C. Review periodically association bylaws on file at headquarters.
- D. Review periodically current unit bylaws for compliance with NAP governing documents.

### 10.3 Communications Committee

#### 10.3.01 Public Relations (PR)/Marketing Goals

The primary mission of NAP's public relations/marketing program is to publicize and market NAP's activities, programs, products, and services. The program is geared to both internal and external audiences. The internal audience includes divisions and members. The external audience includes potential members, donors, the media, and the public at large. The ultimate goal is to create and maintain a

healthy public profile to advance NAP's mission. To fulfill its mission, the public relations/marketing program has the following goals:

- A. Publicize and market the major products, services, and activities of NAP.
- B. Position NAP as a leader on parliamentary issues and resources.
- C. Manage the NAP brand.
- D. Identify and create PR opportunities for NAP.

#### 10.3.02 General Responsibilities

The committee will employ the following strategies to accomplish the public relations/marketing goals:

- A. Generate publicity/marketing materials.
- B. Pitch story ideas to national and local media.
- C. Employ NAP's website and other electronic/technological avenues to gain awareness for NAP in accordance with 10.3.03.
- D. Work with the NAP webmaster to make the website engaging and helpful.
- E. Assure that NAP documents, including the governing documents and other resources, are accessible to members.
- F. Engage PR or marketing firms to provide the necessary expertise.
- G. Write articles about PR strategies for the *National Parliamentarian*, as requested.
- H. Advise on branding issues such as the logo, logotype, and use of color (graphic identity).
- I. Monitor proper use of NAP's graphic identity.
- J. Update and promote the Communications Toolkit.
- K. Present PR/marketing or social media workshops at NAP Convention, NAP Training Conference, and other events, as requested.

#### 10.3.03 Social Media Policy

NAP has developed a social media presence to engage, support, inform and connect existing members, as well as attract potential members and donors, and others who are interested in being involved in the NAP mission. To implement social media strategies, NAP uses Facebook, LinkedIn, Instagram, and Twitter to connect with both internal and external audiences. To fulfill its mission, NAP's social media presence has the following goals:

- A. Instill pride, encourage fun and fellowship, and engage members and nonmembers in a meaningful and interactive way.
- B. Provide information and idea sharing about NAP projects, educational programs, member recruitment/retention, and leadership development in a convenient and useful manner.
- C. Reward and recognize leaders and units/members who support NAP's mission.

- D. Facilitate relationships between NAP members, divisions, leadership, and headquarters staff.
- E. Attract potential members, donors, and sponsors.
- F. Drive traffic to the NAP website.
- G. Reach out to youth and adult leaders who need the assistance NAP provides.
- H. Build a community for those interested in parliamentary practice and study.
- I. Establish personal contact with social media audiences and elicit feedback.

## **10.4 Educational Resources Committee**

### **10.4.01 Publication of Materials**

The committee shall:

- A. Develop and edit educational and member resource materials and technology-based programs to be created and/or published by NAP, except for those published in the *National Parliamentarian*<sup>®</sup>, or those created or commissioned by the Membership Examiners or Professional Development Committees.
- B. Materials and technology-based programs should be developed considering the criteria in subsections (a) through (e) of policy 10.4.01C(1).
- C. Regarding consignment items, the committee shall:
  - (1) Evaluate educational materials and technology-based programs submitted for consignment except for those created or commissioned by the Membership Examiners or Professional Development Committees based upon the following criteria:
    - a. Appropriateness for the target market
    - b. Proven history of effectiveness
    - c. Potential benefit to members of NAP
    - d. Good production values
    - e. Correctness of parliamentary procedure to the authority cited
  - (2) Notify the NAP President of its recommendations for approval or non-approval
- D. After consideration by the board of directors, the president shall notify the consignor of the decision. If the consignor is an NAP member, any notification of rejection may include reasons for rejection.

### **10.4.02 Retention of Materials**

Two copies and the electronic file of all educational materials, except Web based training produced by NAP shall be retained in the parliamentary resource center.

## **10.5 Membership Examiners Committee**

#### 10.5.01 General Responsibilities

- A. In coordination with headquarters, set up procedures for written and online membership examinations.
- B. For the membership examination, the committee chairman shall:
  - (1) Be responsible for overseeing the results of online examinations
  - (2) Be responsible for reporting examination results to applicants within 10 days of knowledge of the result of the online examination
  - (3) Be responsible for reporting to headquarters on a monthly basis the list of new members
  - (4) Provide statistical information obtained from the examination process to NAP Headquarters and the NAP Board of Directors
  - (5) Establish procedures to maintain the privacy of applicants

#### 10.5.02 Fees

- A. The board of directors shall set fees for the membership examinations and for any administrative fee related to membership services provided by headquarters.

### **10.6 Membership Extension and Retention Committee**

10.6.01 In addition to duties indicated in NAP Bylaw Article IX Section 1G, the committee shall coordinate the membership activities of the states or provinces within the districts by providing for an awards program to be held during the biennial convention recognizing members for achievements in the following areas:

- A. Unit member retention, membership growth, and education programs
- B. Association member retention, membership growth, credentialing growth, and education programs
- C. Honor roll of teachers
- D. Other membership recognition

### **10.7 Professional Development Committee**

10.7.01 The professional development committee shall:

- A. develop educational programs for all levels of the body of knowledge.
- B. prepare and administer the Mentor-Mentee Program

### **10.8 Youth Committee**

10.8.01 Partnership Program

The committee shall initiate and coordinate youth partnerships by:

- A. Developing agreements between NAP and youth organizations
- B. Serving as liaison to each organization
- C. Offering to provide workshops for their national meetings

- D. Recruiting judges/evaluators for their national competitive events
- E. Directing the administration of the NAP Membership Exam at their national meetings
- F. Promoting the sale of NAP parliamentary resources
- G. Assisting with coordination and evaluation of competitive events when requested.

10.8.02 Internship Program

Each NAP youth partnership organization may designate one student intern to attend the NAP biennial convention.

- A. The committee shall evaluate and coordinate this program with the NAP Educational Foundation.
- B. The committee shall develop and coordinate agreements with youth partnerships for this program.
- C. NAP shall fund the registration and meal function costs for the interns. It is understood that the NAP Educational Foundation shall fund the lodging and travel expenses.
- D. Committee members shall serve as mentors to the interns.

10.8.03 Youth Recruitment and Retention

The committee shall:

- A. Promote the development and recruitment of parliamentary youth groups.
- B. Develop a recognition program for youth groups.
- C. Encourage the recruitment, involvement, and retention of youth in NAP.
- D. Investigate new methods for attracting youth to NAP activities.
- E. Encourage the administration of the NAP Membership Exam to youth.

10.8.04 The committee shall communicate and report activities of the youth committee to the board of directors and membership.

**10.9 Electronic Committee meetings**

Except for 9.2.02B, section 9.2 shall apply to the conduct of electronic meetings of committees as through “committee” replaced “board” throughout the section, provided that a committee is authorized to vary those rules by majority vote to meet the particular circumstances of the committee or of a particular electronic meeting of the committee.

## CHAPTER 11 – DISTRICT DIRECTORS

### 11.1 Election to the NAP Board of Directors

In accordance with NAP Bylaws Article VII Section 1, two district directors shall be elected by and from among the eight district directors to serve on the NAP Board of Directors for each incoming biennium before the close of the national convention.

### 11.2 Procedural Manual for District Directors

11.2.01 The district directors shall develop and maintain a procedural manual for district directors which shall contain:

- A. NAP Bylaws and NAP Operational Policies and Procedures pertaining to districts and district directors
- B. District operating procedures developed by the district directors

### 11.3 District Appointments

Each district director shall have the authority to appoint assistants as deemed necessary to serve the needs of the district.

### 11.4 District Operating Expenses

There shall be a line item in the NAP Budget for each district director that shall cover miscellaneous office and travel expenses in conjunction with duties within that district.

### 11.5 District Events

- 11.5.01 A district event is defined as a district-sponsored conference, program, or other activity which all district members are invited to attend, and which event is intended to benefit the district.
- 11.5.02 The district director's responsibilities are to approve all arrangements and be the finance chairman for the event, giving special attention to making the district event self-supporting. Refer to policies 3.4.01 and 3.4.03 for additional information.
- 11.5.03 Monies remaining after the payment of bills for a district event shall be forwarded to headquarters to be maintained in that district's event fund. Refer to policy 3.4.01A for additional information.

### 11.6 District Newsletter

Each district director shall provide a district newsletter to be distributed to each member of his/her district, to each member of the NAP Board of Directors, and to headquarters. The newsletter shall be published and distributed as indicated in the district directors manual.

### 11.6 District Boundaries

- 11.7.01 There shall be eight districts as follows (listed in order as follows: U.S. states and district, U.S. territories, Canadian provinces, Canadian territories, North American countries, continents, and geographic areas):
  - A. District One – Connecticut; Maine; Massachusetts; New Hampshire; New York; Rhode Island; Vermont; \*New Brunswick; \*Newfoundland and Labrador; \*Nova Scotia; \*Prince Edward Island; \*Quebec



- B. District Two – Delaware; District of Columbia; Maryland; New Jersey; Pennsylvania; Virginia; West Virginia; \*Europe; \*Middle East
  - C. District Three – Alabama; Florida; Georgia; \*Mississippi; North Carolina; South Carolina; Tennessee; \*Puerto Rico; \*U.S. Virgin Islands; \*Africa; \*Caribbean
  - D. District Four - Illinois; Indiana; Kentucky; Michigan; Ohio; Wisconsin; Ontario; \*Scandinavia
  - E. District Five – \*Iowa; Kansas; Minnesota; Missouri; Nebraska; \*North Dakota; \*South Dakota; Manitoba; \*Nunavut; \*Saskatchewan
  - F. District Six – Arkansas; Louisiana; New Mexico; Oklahoma; Texas; \*American Samoa; \*Guam; \*Central America; \*Mexico; \*South America; \*Australia; \*Oceania
  - G. District Seven – \*Alaska; Colorado; Idaho; \*Montana; Oregon; Washington; \*Wyoming; Alberta; British Columbia; \*Northwest Territories; \*Yukon
  - H. District Eight – Arizona; California; Hawaii; Nevada; Utah; \*Northern Mariana Islands; \*Asia
- \*Unchartered

## APPENDICES

NOTE: These appendices will automatically be updated, as needed, by the policies and procedures committee. Such updates will be based upon actions taken by the board of directors or implementation of current practice at the NAP Headquarters.

### APPENDIX A: CURRENT FEES

These fees are subject to change by the authorizing body without updating this manual. This manual and this current fee listing will only be updated following each meeting of the NAP Board of Directors.

	ITEM or EVENT	AMOUNT	DATE SET	AUTHORIZED BY	REFERENCE
1	Reinstatement - After Resignation	Any applicable past and current annual dues plus \$15	Sept. 2009	Board of Directors	Bylaws, ARTICLE III, SECTION 2A3; ART. III, SEC. 4, ART. VII, SEC. 2B11
2	Reinstatement – After Forfeiture	Any applicable past and current annual dues plus \$15	Sept. 2009	Board of Directors	Bylaws, ARTICLE III, SECTION 2A3; ART. III, SEC. 4; ART. VII, SEC. 2B11
3	Membership Application Fee	Annual NAP Dues plus Association Dues, if applicable	N/A	Board of Directors	Bylaws, ARTICLE III, SECTION 4; ART. VII, SEC. 2B11
4	Membership Application Administrative Fee	\$25 if exam not taken within 30 days of the specified examination date or not passed	March 2010	Board of Directors	Policy 11.5.02
5	Full-time Student Membership Application Administrative Fee	\$12.50 if exam not taken within 30 days of the specified examination date or not passed	March 2010	Board of Directors	Policy 11.5.02
6	Legacy Registration Examination, taken in one session	\$200	November 10, 2020	Board of Directors	Bylaws, ARTICLE III, SECTION 4; ART. VII, SEC. 2B11; Policy 11.5.02

	ITEM or EVENT	AMOUNT	DATE SET	AUTHORIZED BY	REFERENCE
7	Legacy Registration Examination Taken several sessions	\$25 for Part I, \$50 each for Parts II, III, IV, and V taken within nine months of original exam	November 10, 2020	Board of Directors	Bylaws, ARTICLE III, SECTION 4; ART. VII, SEC. 2B11; Policy 11.5.02
8	Cancellation Fees and Refunds – Legacy RP exam. Ten (10) days prior to the start of an RP exam part at the time of full RP withdrawal.	Non-transferable voucher for full amount paid, redeemable up to one year from the date of withdrawal.	May 11, 2021	Board of Directors	Policy 5.1.13
9	New RP Credentialing Process	\$400	November 10, 2020	Board of Directors	Bylaws, ARTICLE III, SECTION 4; ART. VII, SEC. 2B11; Policy 11.5.02
10	Professional Registered Parliamentarian Credentialing Examination (PRPCE)	\$600	January 2023	Board of Directors	Bylaws, ARTICLE III, SECTION 4; ART. VII, SEC. 2B11; Policy 5.2.05
11	Cancellation Fee and Refunds – PRPCE Prior to registration deadline Between deadline and ten days prior to start of examination Within ten days of examination’s start	Full refund  Voucher for 1/2 amount  No refund - unless there are extenuating circumstances as determined by the committee and approved by the president		Board of Directors	Policy 5.2.05 5.2.05A 5.2.05B 5.2.05C
12	Professional Renewal Certification (PRC)	course \$50 per class – module classes	November 14, 2017 January 14, 2014	Board of Directors	Bylaws, ARTICLE III, SECTION 4; ART. VII, SEC. 2B11; Policy 5.3.06
13	Non-sufficient Funds Fee (NSF) for returned check	\$30	March 2004	Board of Directors	Policy 11.5.02
14	National Parliamentarian® (NP) Subscription	\$8/copy \$30/year plus s/h	Nov. 21, 2011	Board of Directors	Inside cover of each issue of NP
15	Educational Resources Sales Price[s]	See NAP order form	Various	Pricing Committee	Bylaws, ARTICLE VII, SECTION 2B5; Policies 10.4.02B, 10.4.02C
16	Webinars	Member/nonmember 1 hour- \$29/\$39; 1.5 hours- \$39/\$49; 2 hours- \$49/\$59	Feb. 11, 2014	Board of Directors	Bylaws, ARTICLE VII, SECTION 2B11

17	Shipping and Handling Charges on Orders:		December 9, 2014	Board of Directors	Bylaws, ARTICLE VII, SECTION 2B11
	\$0-\$25.00	\$5			
	\$25.01 - \$50.00	\$10			
	\$50.01 - \$150.00	\$15			
	\$150.01 - \$500.00	\$25			
	\$500.01+	\$35			
Priority Shipping (2-3 Days)	Standard shipping + \$7.00				
Express Shipping (1-2 Days)	Actual shipping + 1/2 of the ordinary S/H charge				
Constituent Division	None Actual Shipping				
Consignment Orders:					
Within the United States Outside the United States					

## **APPENDIX B: POLICY ENDMNET FORMAT/TEMPLATE**

As stated in policies 1.3 and 9.1.03B, all proposed amendments must be submitted to the policies and procedures committee for presentation to the board of directors. Proposed amendments must be submitted in the format indicated below and submitted to the policies and procedures committee chairman by the appropriate deadline(s) established by the committee chairman.

The following information must be included:

1. Proposer's name
2. Proposed amendment using proper language per RONR
3. Rationale

### **EXAMPLE**

**FROM:** Budget and Finance Committee

**PROPOSED AMENDMENT:** Amend, section 3.3.01, by striking "90 days" and inserting "60 days"

**RATIONALE:** This amendment brings the timetable for reconciling district event expenses in line with the 60-day deadline for reimbursement of expenses, improving the timeliness of financial reports produced by headquarters to support financial oversight and budget adjustments by the board of directors.

**APPENDIX C: ROTATION AREAS FOR NAP EVENTS**

**USA**

<b>WESTERN</b>	<b>CENTRAL</b>	<b>EASTERN</b>
Alaska	Arkansas	Alabama
Arizona	Illinois	Connecticut
California	Indiana	Delaware
Colorado	Iowa	District of Columbia
Hawaii	Kansas	Florida
Idaho	Louisiana	Georgia
Montana	Minnesota	Kentucky
Nevada	Mississippi	Maine
New Mexico	Missouri	Maryland
Oregon	Nebraska	Massachusetts
Utah	North Dakota	Michigan
Washington	Oklahoma	New Hampshire
Wyoming	South Dakota	New Jersey
	Texas	New York
	Wisconsin	North Carolina
		Ohio
		Pennsylvania
		Rhode Island
		South Carolina
		Tennessee
		Vermont
		Virginia
		West Virginia

**CANADA**

<b>WESTERN</b>	<b>CENTRAL</b>	<b>EASTERN</b>
Alberta	Manitoba	New Brunswick
British Columbia	Nunavut	Newfoundland & Labrador
Northwest Territories	Saskatchewan	Nova Scotia
Yukon		Ontario
		Prince Edward Island
		Quebec

## APPENDIX D: CONFLICT OF INTEREST POLICY

### 1. Purpose

The purpose of the Conflict of Interest policy is to protect the National Association of Parliamentarians ("Association") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### 2. Definitions

- a. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - An ownership or investment interest in any entity with which the Association has a transaction or arrangement.
  - A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
  - A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the Association is negotiating a transaction or arrangement.
  - Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### 3. Procedures

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d. Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **4. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **5. Compensation**

A voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation. This shall not prohibit that voting member from providing information to any committee regarding compensation if required.

#### **6. Annual Statements**

Each board member, executive director, and member of a committee with governing board-delegated powers shall annually sign a statement that affirms such person:

- Has received a copy of the conflicts of interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and



- Understands the Association is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

## **7. Periodic Reviews**

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews, shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

## **8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**APPENDIX E: NAP PARTNERSHIP AGREEMENT OPTIONS**  
**(adopted March 1, 2013)**

*Resolved*, that the NAP President is authorized to enter into NAP partnership agreements that include any of the following based upon options suitable for the partner organization as identified by the NAP President or his/her designee:

1. NAP partner organizations will place a link to the NAP website on their website.
2. NAP partner organizations will promote the partnership to their members and encourage their members to utilize NAP services when needed.
3. NAP partner organizations will provide exhibit booth space at their convention or conference at a reduced price.
4. NAP partner organizations will provide complimentary space in their publications for NAP advertisements.
5. NAP partner organizations will utilize the NAP Virtual Referral Directory to secure Professional Registered Parliamentarians for their board or committee meetings as needed.
6. Members of NAP partner organizations will be offered a discount to NAP educational materials in an amount between the member and non-member pricing by way of a special code.
7. Members of NAP partner organizations will be able to purchase a subscription to the *National Parliamentarian* in the amount of \$20 per year (4 issues).
8. Members of NAP partner organizations will be able to attend NAP Training Conferences and NAP Biennial Conventions at guest/non-member rates.
9. NAP will advise NAP members of the partnership and will list the partner organizations prominently on the NAP website.
10. NAP will assist the partner organizations with securing NAP members to conduct complimentary parliamentary workshops and training for the partner organization and its members subject to the availability of NAP members in the geographic area where needed.
11. NAP will provide written articles on parliamentary topics for publication in the NAP partner organizations' published newsletters or journals or on their website.

*And be it further resolved*, That before the NAP President enters into a partnership agreement with any organization, the identity of the organization must previously be approved by the NAP Board of Directors.

**APPENDIX F: NAP INVESTMENT POLICY STATEMENT**  
**(adopted June 9, 2015)**

**Statement of Purpose**

The purpose of this Investment Policy Statement (together with its Attachment, the “Statement”) is to set forth the policies and procedures that shall guide the Board of Directors (the “Board”) of the National Association of Parliamentarians (the “NAP”) in supervising and monitoring the management of NAP's investable assets (the “Fund”).

**General Principles**

NAP shall diversify the investments of the Fund unless the Board, after appropriate deliberation, reasonably determine that because of special circumstances the purposes of the Fund are better served without diversification.

The Fund shall be managed in accordance with high standards of fiduciary duty and in compliance with applicable laws and regulations, including but not limited to the version of the Uniform Prudent Management of Institutional Funds Act enacted in the District of Columbia if applicable.

Standards for risk, return, asset allocation, diversification and liquidity shall be determined from a strategic perspective and measured over successive market cycles.

**Roles and Responsibilities**

The Board elects to oversee investment matters directly with assistance in fulfilling its roles and responsibilities charged to the Budget and Finance Committee (the “Committee”).

The Committee, acting pursuant to this Statement and to instructions from the Board, shall have direct responsibility for the oversight and management of the Fund and for the recommendation of investment policies and procedures.

The Committee shall, as more fully described herein, manage the Fund via a set of asset allocation targets and ranges for the portfolio. In fulfilling its responsibilities under this Statement, the Committee shall recommend to the Board the hiring and dismissal of investment managers, fiscal agents and other advisors, and the purchasing or sale of any assets in the Fund.

Reports of the Fund shall be provided quarterly to the Committee. The Executive Director together with the Treasurer shall be responsible to the Board for maintaining detailed records of all invested funds and for carrying out the investment policies and procedures established by the Board.

**Policy Review**

This Statement shall be reviewed at least annually by the Committee with recommendations for changes presented to the Board.

# Goals and Objectives

## Objectives of the Fund

The Fund has a long-term investment horizon (beyond 10 years). The primary investment objectives of the Fund are to:

- **Maintain the real purchasing power of the Fund after inflation, costs and spending (i.e., achieve “intergenerational equity”); and**
- **Provide a stable source of liquidity and financial support for the mission of NAP.**

## Investment Philosophy

While acknowledging the importance of preserving capital, the Board also recognizes the necessity of accepting risk if the Fund is to be able to meet its long-term investment goals. It is the view of the Board that choices made with respect to asset allocation will be the major determinants of investment performance. The Board shall seek to ensure that the risks taken are appropriate and commensurate with the Fund’s goals.

# Investment Policies and Procedures

## Operating Guidelines

The Fund shall be managed in accordance with the Operating Guidelines for risk and liquidity described in this section, a template for which is set forth in Attachment A. Once the Operating Guidelines have been approved by the Board, the Committee shall review the Fund within the Operating Guidelines and make recommendations to the Board. The following policy descriptions refer to items in the corresponding sections in Attachment A.

## Investment Policy

- *Asset allocation.* The Committee shall, consistent with the above sections, recommend to the Board investments of the Fund using an asset allocation that is designed to meet the Fund's long-term goals. The allocations will be based on the objectives of the Fund.
- *Illiquid investments.* Because of their long-term nature, investment in and commitments to illiquid investment strategies, including but not limited to private capital, private equity real estate, natural resources, distressed debt and other similar private investments, shall be analyzed and discussed by the Committee separately.
- *Targets and ranges.* The asset allocation shall be implemented using a policy portfolio as set forth in Attachment A, with target allocations and ranges for each investment strategy. Due to the need for diversification and the longer funding periods for certain investment strategies, the Committee recognizes that an extended period of time may be required to fully implement the asset allocation plan. It is expected that market value fluctuations will cause deviations from the target allocations to occur.
- *Rebalancing.* The purpose of rebalancing is to maintain the Fund's policy asset allocation within the targeted ranges, thereby ensuring that the Fund does not incur additional risks as a result of having deviated from the policy portfolio. Rebalancing will take place on a portfolio basis to reduce expenses as far as practicable. More frequent tactical rebalancing of asset classes within their ranges will also be permitted in order to take advantage of shorter-term market conditions, as long as such changes or

reallocations do not, in the opinion of the Board and Committee, cause undue risk or expense to the Fund.

- *Standards of conduct.* In managing and investing the Fund, the Board shall:
  - act in good faith and with the care an ordinarily prudent person in a like position would exercise under similar conditions;
  - incur only costs that are appropriate and reasonable in relation to the assets, the purposes of NAP and the skills available to NAP;
  - make a reasonable effort to verify facts relevant to the management and investment of the Fund;
  - consider the following factors, if relevant:
    1. general economic conditions;
    2. the possible effect of inflation or deflation;
    3. the expected tax consequences, if any, of investment decisions or strategies;
    4. the role that each investment or course of action plays within the overall investment portfolio of the Fund;
    5. the expected total return from income and the appreciation of investments;
    6. other resources of NAP;
    7. the needs of NAP and the Fund to make distributions to preserve capital; and
    8. an asset's special relation or special value, if any, to the charitable purposes of NAP.
  - make management and investment decisions about an individual asset not in isolation, but rather in the context of the Fund's portfolio of investments as a whole and as part of NAP's overall investment strategy, including the risk and return parameters set forth in this Statement.
- *Delegation.* Subject to any specific limitations set forth in a gift instrument, the Board may delegate to an external agent the management and investment of all or part of the Fund to the extent that NAP could prudently delegate under the circumstances. The Board shall act in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances in: (1) selecting an agent; (2) establishing the scope and terms of delegation, consistent with the purposes of NAP and the Fund; and (3) periodically reviewing the agent's actions in order to monitor the agent's performance and compliance with the scope and terms of the delegation. The Board shall engage qualified external professional investment managers who have demonstrated competence in their respective investment strategies. These managers shall have full discretion and authority for determining investment strategy, security selection and timing of purchases and sales of assets subject to the guidelines specific to their allocation.
- *Investment manager reporting and evaluation.* The investment managers responsible for the investment of the Fund's assets shall report quarterly on their performance. Reports shall include, at a minimum, the following information:
  - Comparative returns for the Fund assets under management against their respective benchmarks.
  - A complete accounting of all transactions involving the Fund during the quarter.
- Each investment manager shall review the portfolio with the Committee at least annually; these review meetings may be supplemented by such other meetings as the Committee or Board may think necessary.

- The Committee shall monitor and compare the Fund's performance relative to:
  - Absolute return objectives for the Fund.
  - The respective benchmarks for each asset class or strategy in which the Fund is invested, as set forth in the asset allocation table in Attachment A.

## **Asset Allocation, Investment Strategies, Guidelines and Restrictions**

The Fund shall be diversified both by asset class and within asset classes. Within each asset class, investments shall be diversified further among economic sector, industry, quality and size. The purpose of this diversification is to provide a reasonable assurance that no single security or class of securities will have a disproportionate impact – positive or negative – on the overall performance of the Fund.

The Operating Guidelines, a template for which is set forth in Attachment A, contain the Fund's target asset allocation and range for each asset class or investment strategy, together with the applicable guidelines and restrictions. Taken together, these constitute a framework to assist NAP and its investment managers in achieving the Fund's investment objectives at a level of risk consistent with the parameters set forth in this Statement.

Depending on market conditions, each asset class may vary as much as plus or minus 5% the target allocation. When necessary and/or available, cash inflows/outflows will be deployed in a manner consistent with the strategic allocation of the Fund. If there are no cash flows, the allocation of the Fund shall be reviewed semi-annually.

If the equity holdings in any one specific company exceeds more than 5% of the market value of the Association's equity portfolio, the Committee shall report this fact to the Board prior to or at the next regular meeting.

## **Target Asset Allocation**

	<i>Min</i>	<i>Target</i>	<i>Max</i>	<i>Benchmark</i>
<b>Equities</b>	<b>45%</b>	<b>65%</b>	<b>80%</b>	<b>MSCI All Country</b>
Domestic Large Cap	20%	30%	35%	S&P 500
Domestic Mid/Small Cap	10%	15%	20%	Russell 2000
International Equity	15%	20%	25%	MSCI All Country ex. U.S.
<b>Fixed Income</b>	<b>20%</b>	<b>35%</b>	<b>40%</b>	<b>Barclays U.S. Aggregate</b>
Cash & Equivalents	0%	0%	10%	3 Month T-Bill
U.S. Treasuries	0%	0%	10%	Barclays U.S. Treasury Index
TIPS	0%	5%	10%	Barclay TIPS
Domestic Bonds	20%	25%	40%	Barclays U.S. Aggregate
Global Bonds	0%	10%	15%	World Government Bond Index

## APPENDIX G: WHISTLEBLOWER POTECTION POLICY

NAP requires directors, officers, and employees to observe high standards of business and professional ethics in the conduct of their duties and responsibilities. As employees and representatives of NAP, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

**Reporting Responsibility.** This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that NAP can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees and volunteers to report concerns about violations of NAP's Code of Conduct or suspected violations of law or regulations that govern NAP's operations.

**No Retaliation.** It is contrary to the values of NAP for anyone to retaliate against any board member, officer, employee, or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing NAP. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline, up to and including termination of employment.

**Reporting Procedure.** NAP has an open door policy and suggests that employees share their questions, concerns, suggestions, or complaints with their supervisor. If you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with the NAP President. Supervisors and managers are required to report complaints or concerns about suspected ethical and legal violations in writing to the NAP President, who has the responsibility to investigate all reported complaints. Employees with concerns or complaints may also submit their concerns in writing directly to their supervisor or the Executive Director.

**Compliance Officer.** The NAP President is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The NAP President will advise the Board of Directors of all complaints and their resolution and will report at least annually to the Treasurer on compliance activity relating to alleged accounting or financial improprieties.

**Accounting and Auditing Matters.** The NAP President shall immediately notify the Treasurer of any concerns or complaints regarding corporate accounting practices, internal controls, or auditing work, and shall work with the Treasurer until the matter is resolved.

**Acting in Good Faith.** Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing that the information disclosed indicates a violation. Any allegations that prove not be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

**Confidentiality.** Violations of suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**Handling of Reported Violations.** The NAP President will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action taken, if warranted by the investigation.



## **APPENDIX H: NAP POLICY ON ACCOMODATIONS FOR CANDIDATE WITH DISABILITIES**

A candidate seeking an accommodation from the National Association of Parliamentarians® (NAP) in order to take any examination, course, or module (collectively referred to as “examination”) given by NAP, or attend an NAP conference or convention, shall provide the following documentation to NAP no later than thirty (30) calendar days before the examination (90 days before attendance at a conference or convention):

1. A written statement notifying NAP that the candidate currently has a disability as defined by the Americans with Disabilities Act, and applicable state or local laws.
2. A written statement explaining the requested accommodation needed by the candidate.
3. A written statement signed by a board-certified physician or otherwise qualified professional, preferably one who has evaluated the candidate, verifying the diagnosis of the candidate’s current condition. The date of issuance of the written statement(s) shall be no earlier than ninety (90) calendar days before the examination or attendance date. The written statement(s) shall support the need for the candidate’s requested accommodation.
4. Upon consideration, NAP can offer an alternative accommodation in lieu of the requested accommodation. In certain circumstances, NAP may not be able to provide an accommodation if it presents an undue burden on NAP.

NAP will consider all accommodation requests on a case-by-case basis after receiving all of the above-listed documentation. All requests for accommodations shall be made in accordance with this policy. No request for an accommodation made after the date of a completed examination, or after the date of attendance will be honored.

All written documentation shall be sent via e-mail or fax to:

NAP Executive Director

P: 816-833-3892 | F: 816-833-3893 | E: [executive.director@nap2.org](mailto:executive.director@nap2.org)

[www.parliamentarians.org](http://www.parliamentarians.org)

**APPENDIX I: NAP RULES FOR PROCESSING COMPLAINTS OF PROFESSIONAL RESPONSIBILITY VIOLATIONS**

**NATIONAL ASSOCIATION OF PARLIAMENTARIANS<sup>®</sup>**

**Rules for Processing Complaints of Professional Responsibility Violations**

ADOPTED BY THE NATIONAL ASSOCIATION OF PARLIAMENTARIANS BOARD OF DIRECTORS SEPTEMBER 8, 2020

**Rule I. SUBMISSION OF COMPLAINTS.** Complaints alleging a violation of the *Code of Professional Responsibility for Parliamentarians* by a member of NAP shall:

- A. be submitted within one year after the alleged violation;
- B. be submitted on a standard complaint form approved by the Professional Responsibility and Member Discipline Committee and distributed by the Headquarters office;
- C. be sent to the Headquarters office in a sealed envelope marked “Confidential—Professional Responsibility Complaint”;
- D. state fully the facts surrounding the acts or omissions complained of, and the nature and extent of the alleged violations with references to the *Code of Professional Responsibility*; and
- E. provide documentation for the alleged complaints, including but not limited to names of witnesses, letters of testimony, minutes, and other pertinent documents, as applicable.

**Rule II. PROCESSING OF COMPLAINTS.**

- A. The Executive Director shall maintain a log of all complaints received. The log shall indicate the source of the complaint, the date received, and the date that the complaint was referred to the Professional Responsibility and Member Discipline Committee.
- B. The sealed complaint shall not be opened at the Headquarters office. It shall be forwarded, unopened, to the Chair of the Professional Responsibility and Member Discipline Committee.
- C. Upon receipt of the written complaint, the Chair of the Professional Responsibility and Member Discipline Committee shall:
  1. forward a copy of the complaint to the respondent together with notification that the respondent has thirty days from when the complaint was sent to the respondent to respond in writing;
  2. notify the complainant of the committee’s receipt of the complaint, and of the deadlines for the respondent’s response and the committee’s decision;
  3. forward copies of the complaint to all members of the Professional Responsibility and Member Discipline Committee; and
  4. inform the President of the nature and scope of the complaint.
- D. The initial notice of the complaint to the respondent shall be sent to the respondent by certified mail, return receipt requested, delivery restricted to addressee. All subsequent communications, including notification of the committee’s decision, may be by email unless the respondent specifically requests that further communication be by postal mail.

- E. As part of the initial notice of the complaint to the respondent, the Professional Responsibility and Member Discipline Committee may:
  - 1. inform the respondent and complainant that some or all of the allegations are likely to be dismissed; or
  - 2. request the respondent address questions related to the complaint.
- F. Upon receipt of the response or at the conclusion of the thirty-day period, whichever is earlier, the Chair of the Professional Responsibility and Member Discipline Committee shall:
  - 1. circulate copies of the written response to all members of the Professional Responsibility and Member Discipline Committee (or, if no response was received, communicate this information to the committee);
  - 2. determine, in consultation with members of the Professional Responsibility and Member Discipline Committee, whether additional investigation is necessary; and
  - 3. coordinate the work of the Professional Responsibility and Member Discipline Committee in gathering such additional information as the committee may deem necessary to its investigation.

**Rule III. PROFESSIONAL RESPONSIBILITY AND MEMBER DISCIPLINE COMMITTEE CONDUCT OF BUSINESS.**

- A. The Professional Responsibility and Member Discipline Committee shall conduct its business, whenever possible, by videoconference, telephone, teleconference, mail, or e-mail.
- B. The Professional Responsibility and Member Discipline Committee shall review all material from the complainant, the respondent and others from whom information is sought and shall apply the burden of proof at the level of the preponderance of the evidence, with the burden of proof lying with the complaining party to show a violation of the professional responsibility standards for parliamentarians. Evidence or other information not included in or referred to in the complaint or the response, or specifically requested by the committee, shall not be considered unless the committee agrees to its consideration by the vote of a majority of the entire committee.
- C. In its investigation, the Professional Responsibility and Member Discipline Committee shall not consider any standard not cited in the original complaint, or in a response from the respondent, unless the committee first notifies the respondent of the additional standards the committee intends to consider. If the committee so notifies the respondent, the respondent shall have fifteen days from the date of such notification, or until the expiration of the original deadline for filing a response, whichever is later, to address the additional standards.
- D. Upon completion of its investigation, but not later than ninety days following receipt of the written complaint, the Professional Responsibility and Member Discipline Committee shall take one or more of the following actions:
  - 1. dismiss as untimely any allegations of violations that occurred more than one year prior to the date of the complaint;
  - 2. dismiss any allegations of violation of Part 1 of the *Code of Professional Responsibility for Parliamentarians* as outside the committee's jurisdiction;

3. dismiss the complaint, or any portion thereof, if it arises out of substantially the same circumstances as an earlier-filed complaint (including a member discipline complaint) against the same respondent;
  4. dismiss the complaint, or any portion thereof, as frivolous, inconsequential, or as not attaining the required level of proof;
  5. find that the respondent acted properly and exonerate the respondent; or
  6. find that the respondent did not act properly and uphold the complaint.
- E. If the Professional Responsibility and Member Discipline Committee dismisses the complaint for any of the reasons listed above, the committee may send a confidential letter of caution, not subject to appeal, to only the respondent indicating matters of concern to the committee.
- F. If the Professional Responsibility and Member Discipline Committee upholds the complaint against the respondent, the committee shall take one or more of the following actions:
1. reprimand the respondent, with or without the requirement that an apology be made to the aggrieved party; or
  2. require that the respondent take certain remedial actions, failing which, a further penalty may be imposed; or
  3. recommend that the Board of Directors suspend the credentialed status of the respondent for a definite period; or
  4. recommend that the Board of Directors revoke the credentialed status of the respondent; or
  5. recommend that the Board of Directors suspend the membership, and any credential, of the respondent for a definite period; or
  6. recommend that the Board of Directors expel the respondent from membership and revoke any credentialed status of the individual.
- G. The Professional Responsibility and Member Discipline Committee shall complete its work on the complaint within ninety days following the Chair's receipt of the written complaint. If the Professional Responsibility and Member Discipline Committee cannot complete its work on a complaint within ninety days, the committee shall notify the President who may grant one additional thirty-day extension. If the extension is granted by the President, the committee shall notify the complainant and the respondent of the extension.
- H. Within fifteen days following the Professional Responsibility and Member Discipline Committee's dismissal of a complaint in its entirety, or within fifteen days after the expiration of the deadline for the respondent's appeal of the committee's imposition of a penalty or penalties solely pursuant to Rule III, F, Paragraph 1 or 2 if no appeal has been filed, the Chair of the Professional Responsibility and Member Discipline Committee shall forward the following to the Headquarters office:
1. the original written complaint;
  2. all correspondence, inclusive of electronic media, between the committee, the complainant, and the respondent;

3. all documents, inclusive of electronic media, relating to the committee's investigation of the complaint, except that copies of internal correspondence among the committee members and preliminary drafts of the committee's decision need not be forwarded;
  4. a written report of the committee's final determination; and
  5. a summary for publication, sanitized to avoid identifying or providing details that could be used to identify the people or organizations involved in the complaint, that provides sufficient details to understand what violation was alleged, what the Professional Responsibility and Member Discipline Committee decided, and what facts and reasoning led to the decision.
- I. Within fifteen days after the respondent's filing of an appeal, if applicable, or after the committee's recommendation of any of the penalties specified in Rule III, F, Paragraphs 3 through 6, the Chair of the Professional Responsibility and Member Discipline Committee shall forward to the Secretary the documents listed in Rule III, H, Paragraphs 1 through 4.

#### **Rule IV. APPEALS.**

- A. The respondent may appeal any reprimand imposed by the Professional Responsibility and Member Discipline Committee pursuant to Rule II, H, Paragraph 1 or 2, to the Board of Directors. Such appeal shall be by written notice of appeal to the Secretary, with copies to the Professional Responsibility and Member Discipline Committee and the complainant, within thirty days of the respondent's receipt of the committee's decision. The notice of appeal shall include the names of the respondent and the complainant, the date of the complaint, and the date of the decision by the Professional Responsibility and Member Discipline Committee. No argument or other documentation shall be included with the notice of appeal.
- B. The Professional Responsibility and Member Discipline Committee's recommendation of any of the penalties specified in Rule III, F, Paragraphs 3 through 6, shall be handled in the same manner as if appealed by the respondent, except that no notice of appeal shall be required.

#### **Rule V. BOARD OF DIRECTORS CONDUCT OF BUSINESS.**

- A. In its consideration of an appeal of the Professional Responsibility and Member Discipline Committee's imposition of a reprimand, or recommendation of any other penalty, the Board of Directors may, at its discretion, request written argument from the complainant and the respondent in support of or opposition to the committee's decision. No evidence not presented to the Professional Responsibility and Member Discipline Committee shall be considered.
- B. Within ninety days after receipt of the respondent's appeal of the Professional Standard Committee's imposition of a reprimand or the Professional Responsibility and Member Discipline Committee's recommendation of any other penalty, as applicable, the Board of Directors shall issue its decision, either:
  1. sustaining the Professional Responsibility and Member Discipline Committee's decision, with or without an opinion;
  2. modifying the Professional Responsibility and Member Discipline Committee's decision; or

3. vacating the Professional Responsibility and Member Discipline Committee's decision and replacing it with the Board's decision.
- C. The Board shall attach a summary of the Board's disposition of the appeal to the summary of Rule III(H)(5).
- D. All actions of the Board of Directors shall be decided by majority vote except for expulsion from membership, which shall require a two-thirds vote.
- E. In no event may the Board impose a more stringent penalty than that imposed or recommended by the Professional Responsibility and Member Discipline Committee.
- F. The Secretary shall promptly inform the respondent, the complainant, and the Professional Responsibility and Member Discipline Committee of the Board of Directors' decision.
- G. Within fifteen days after the Board of Directors issues its decision, the Secretary shall send to the Headquarters the complete file received from the Professional Responsibility and Member Discipline Committee, any written arguments submitted by the complainant or the respondent, and the Board's decision.

#### **Rule VI. DISPOSITION OF DOCUMENTS.**

All documents, including electronic materials, relative to ethics complaints shall be sealed and held at the headquarters office in strict confidence, except that:

- A. appropriate officers, members, or employees of the organization may be given such information regarding a disciplinary proceeding as is necessary and proper for the effective execution of any penalty imposed;
- B. the Board of Directors shall have access to all relevant documents, inclusive of electronic materials, pertaining to complaints referred by the Professional Responsibility and Member Discipline Committee; and
- C. the Board of Directors shall have access to all relevant documents pertaining to the appeals process.
- D. When a complaint is filed, the Chair of the Professional Responsibility and Member Discipline Committee may request that the Executive Director provide a statement as to whether any prior complaints have been filed regarding the conduct of the accused parliamentarian and the disposition of such complaints. If deemed relevant by the committee, the committee may request a copy of the file regarding the complaints previously disposed of by the committee.

#### **Rule VII. PUBLICATION OF ALLEGED ETHICS VIOLATIONS.**

- A. Within 90 days of either the Board's decision on appeal or the expiration of the time in which to appeal a decision of the Professional Responsibility and Member Discipline Committee, all summaries under Rule III(H)(5) and Rule V(C) shall be published to the membership in a manner determined by the Board to be appropriate and designed to reach all members of the National Association of Parliamentarians.

- B. Published complaint summaries will include the name of the parliamentarian who was found to have violated the Joint Code if and only if the parliamentarian was punished under Rule III(F), Paragraphs 3 through 6.

**Rule VIII. RECIPROCITY.**

No complaint which has been submitted to the American Institute of Parliamentarians Ethics Committee shall be considered by the NAP Professional Responsibility and Member Discipline Committee, except by a majority vote of the entire membership of the NAP Professional Responsibility and Member Discipline Committee.

**Rule IX. REPORTING.**

If a respondent holds membership in American Institute of Parliamentarians, then any complaint whether dismissed or upheld, shall be reported to the Executive Director or designee of the President of the American Institute of Parliamentarians as to the facts of the complaint and the disposition determined by the National Association of Parliamentarians.

## APPENDIX J: NAP RULES FOR PROCESSING MEMBER DISCIPLINE COMPLAINTS

# NATIONAL ASSOCIATION OF PARLIAMENTARIANS<sup>®</sup>

## Rules for Processing of Member Discipline Complaints

ADOPTED BY THE NATIONAL ASSOCIATION OF PARLIAMENTARIANS BOARD OF DIRECTORS SEPTEMBER 8, 2020

**Rule I. SUBMISSION OF COMPLAINTS.** Complaints alleging willful violation of the NAP Bylaws or Standing Rules, conduct injurious to NAP or its object, or conduct bringing disrespect on NAP by a member of NAP shall:

- A. be submitted only by a member of NAP;
- B. be submitted within one year after the alleged violation or conduct;
- C. be submitted on a standard complaint form approved by the Professional Responsibility and Member Discipline Committee and distributed by the Headquarters office;
- D. be sent to the Headquarters office in a sealed envelope marked “Confidential—Member Discipline Complaint”;
- E. state fully the facts surrounding the acts complained of, and the nature and extent of the alleged violations or conduct, including as applicable:
  - 1. each provision of the bylaws or standing rules alleged to have been violated;
  - 2. how the alleged conduct was injurious to NAP or its object; or
  - 3. how the alleged conduct brought disrespect on NAP; and
- F. provide documentation for the alleged complaints, including but not limited to names of witnesses, letters of testimony, and other pertinent documents, as applicable.

### **Rule II. PROCESSING OF COMPLAINTS.**

- A. The Executive Director shall maintain a log of all complaints received. The log shall indicate the source of the complaint, the date received, and the date that the complaint was referred to the Professional Responsibility and Member Discipline Committee.
- B. The sealed complaint shall not be opened at the Headquarters office. It shall be forwarded, unopened, to the Chair of the Professional Responsibility and Member Discipline Committee.
- C. Upon receipt of the written complaint, the Chair of the Professional Responsibility and Member Discipline Committee shall:
  - 1. forward a copy of the complaint to the respondent together with notification that the respondent has thirty days from when the complaint was sent to the respondent to respond in writing;
  - 2. notify the complainant of the committee’s receipt of the complaint, and of the deadlines for the respondent’s response and the committee’s decision;
  - 3. forward copies of the complaint to all members of the Professional Responsibility and Member Discipline Committee; and



4. inform the President of the nature and scope of the complaint.
- D. The initial notice of the complaint to the respondent shall be sent to the respondent by certified mail, return receipt requested, delivery restricted to addressee. All subsequent communications, including notification of the committee's decision, may be by email unless the respondent specifically requests that further communication be by postal mail.
- E. As part of the initial notice of the complaint to the respondent, the Professional Responsibility and Member Discipline Committee may:
  1. inform the respondent and complainant that some or all of the allegations are likely to be dismissed; or
  2. request the respondent address questions related to the complaint.
- F. Upon receipt of the response or at the conclusion of the thirty-day period, whichever is earlier, the Chair of the Professional Responsibility and Member Discipline Committee shall:
  1. circulate copies of the written response to all members of the Professional Responsibility and Member Discipline Committee (or, if no response was received, communicate this information to the committee);
  2. determine, in consultation with members of the Professional Responsibility and Member Discipline Committee, whether additional investigation is necessary; and
  3. coordinate the work of the Professional Responsibility and Member Discipline Committee in gathering such additional information as the committee may deem necessary to its investigation.

### **Rule III. PROFESSIONAL RESPONSIBILITY AND MEMBER DISCIPLINE COMMITTEE CONDUCT OF BUSINESS.**

- A. The Professional Responsibility and Member Discipline Committee shall conduct its business, whenever possible, by videoconference, telephone, teleconference, mail, or e-mail.
- B. The Professional Responsibility and Member Discipline Committee shall review all material from the complainant, the respondent and others from whom information is sought and shall apply the burden of proof at the level of the preponderance of the evidence, with the burden of proof lying with the complaining party to show that the respondent has:
  1. willfully violated the NAP Bylaws or Standing Rules;
  2. engaged in conduct that was injurious to NAP or its object; or
  3. engaged in conduct that brought disrespect on NAP.
- C. Evidence or other information not included in or referred to in the complaint or the response, or specifically requested by the committee, shall not be considered unless the committee agrees to its consideration by the vote of a majority of the entire committee.
- D. In its investigation, the Professional Responsibility and Member Discipline Committee shall not consider any violation or conduct not alleged in the original complaint, or in a response from the respondent, unless the committee first notifies the respondent of the additional violation or conduct the committee intends to consider. If the committee so notifies the respondent, the respondent shall have fifteen days from the date of such notification, or until

the expiration of the original deadline for filing a response, whichever is later, to address the additional violation or conduct.

- E. Upon completion of its investigation, but not later than ninety days following receipt of the written complaint, the Professional Responsibility and Member Discipline Committee shall take one or more of the following actions:
1. dismiss a complaint by any person who is not a member of NAP;
  2. dismiss as untimely any allegations of violations or conduct that occurred more than one year prior to the date of the complaint;
  3. dismiss the complaint, or any portion thereof, if it arises out of substantially the same circumstances as an earlier-filed complaint (including a professional responsibility complaint filed with NAP or the American Institute of Parliamentarians) against the same respondent;
  4. dismiss the complaint, or any portion thereof, as frivolous, inconsequential, or as not attaining the required level of proof;
  5. find that the respondent acted properly and exonerate the respondent; or
  6. find that the respondent did not act properly and uphold the complaint.
- F. If the Professional Responsibility and Member Discipline Committee dismisses the complaint for any of the reasons listed above, the committee may send a confidential letter of caution, not subject to appeal, to only the respondent indicating matters of concern to the committee.
- G. If the Professional Responsibility and Member Discipline Committee upholds the complaint against the respondent, the committee shall take one or more of the following actions:
1. reprimand the respondent, with or without the requirement that an apology be made to the aggrieved party; or
  2. require that the respondent take certain remedial actions, failing which, a further penalty may be imposed; or
  3. recommend that the Board of Directors suspend the credentialed status of the respondent for a definite period; or
  4. recommend that the Board of Directors revoke the credentialed status of the respondent; or
  5. recommend that the Board of Directors suspend the membership, and any credential, of the respondent for a definite period; or
  6. recommend that the Board of Directors expel the respondent from membership and revoke any credentialed status of the individual.
- H. The Professional Responsibility and Member Discipline Committee shall complete its work on the complaint within ninety days following the Chair's receipt of the written complaint. If the Professional Responsibility and Member Discipline Committee cannot complete its work on a complaint within ninety days, the committee shall notify the President who may grant one additional thirty-day extension. If the extension is granted by the President, the committee shall notify the complainant and the respondent of the extension.

- I. Within fifteen days following the Professional Responsibility and Member Discipline Committee's dismissal of a complaint in its entirety, or within fifteen days after the expiration of the deadline for the respondent's appeal of the committee's imposition of a penalty or penalties solely pursuant to Rule III, G, Paragraph 1 or 2 if no appeal has been filed, the Chair of the Professional Responsibility and Member Discipline Committee shall forward the following to the Headquarters office:
  1. the original written complaint;
  2. all correspondence, inclusive of electronic media, between the committee, the complainant, and the respondent;
  3. all documents, inclusive of electronic media, relating to the committee's investigation of the complaint, except that copies of internal correspondence among the committee members and preliminary drafts of the committee's decision need not be forwarded; and
  4. a written report of the committee's final determination.
- J. Within fifteen days after the respondent's filing of an appeal, if applicable, or after the committee's recommendation of any of the penalties specified in Rule III, F, Paragraphs 3 through 6, the Chair of the Professional Responsibility and Member Discipline Committee shall forward to the Secretary the documents listed in Rule III, H, Paragraphs 1 through 4.

#### **Rule IV. APPEALS.**

- A. The respondent may appeal any reprimand imposed by the Professional Responsibility and Member Discipline Committee pursuant to Rule III, G, Paragraph 1 or 2, to the Board of Directors. Such appeal shall be by written notice of appeal to the Secretary, with copies to the Professional Responsibility and Member Discipline Committee and the complainant, within thirty days of the respondent's receipt of the committee's decision. The notice of appeal shall include the names of the respondent and the complainant, the date of the complaint, and the date of the decision by the Professional Responsibility and Member Discipline Committee. No argument or other documentation shall be included with the notice of appeal.
- B. The Professional Responsibility and Member Discipline Committee's recommendation of any of the penalties specified in Rule III, G, Paragraphs 3 through 6, shall be handled in the same manner as if appealed by the respondent, except that no notice of appeal shall be required.

#### **Rule V. BOARD OF DIRECTORS CONDUCT OF BUSINESS.**

- A. In its consideration of an appeal of the Professional Responsibility and Member Discipline Committee's imposition of a reprimand, or recommendation of any other penalty, the Board of Directors may, at its discretion, request written argument from the complainant and the respondent in support of or opposition to the committee's decision. No evidence not presented to the Professional Responsibility and Member Discipline Committee shall be considered.
- B. Within ninety days after receipt of the respondent's appeal of the Professional Standard's imposition of a reprimand or the Professional Responsibility and Member Discipline Committee's recommendation of any other penalty, as applicable, the Board of Directors shall issue its decision, either:

1. sustaining the Professional Responsibility and Member Discipline Committee's decision, with or without an opinion;
  2. modifying the Professional Responsibility and Member Discipline Committee's decision; or
  3. vacating the Professional Responsibility and Member Discipline Committee's decision and replacing it with the Board's decision.
- C. All actions of the Board of Directors shall be decided by majority vote except for expulsion from membership, which shall require a two-thirds vote.
- D. In no event may the Board impose a more stringent penalty than that imposed or recommended by the Professional Responsibility and Member Discipline Committee.
- E. The Secretary shall promptly inform the respondent, the complainant, and the Professional Responsibility and Member Discipline Committee of the Board of Directors' decision.
- F. Within fifteen days after the Board of Directors issues its decision, the Secretary shall send to the Headquarters the complete file received from the Professional Responsibility and Member Discipline Committee, any written arguments submitted by the complainant or the respondent, and the Board's decision.

#### **Rule VI. DISPOSITION OF DOCUMENTS.**

All documents, including electronic materials, relative to member discipline complaints shall be sealed and held at the headquarters office in strict confidence, except that:

- A. appropriate officers, members, or employees of the organization may be given such information regarding a disciplinary proceeding as is necessary and proper for the effective execution of any penalty imposed;
- B. the Board of Directors shall have access to all relevant documents, inclusive of electronic materials, pertaining to complaints referred by the Professional Responsibility and Member Discipline Committee; and
- C. the Board of Directors shall have access to all relevant documents pertaining to the appeals process.
- D. When a complaint is filed, the Chair of the Professional Responsibility and Member Discipline Committee may request that the Executive Director provide a statement as to whether any prior complaints have been filed regarding the conduct of the accused member and the disposition of such complaints. If deemed relevant by the committee, the committee may request a copy of the file regarding the complaints previously disposed of by the committee.

#### **Rule VII. PUBLICATION OF MEMBER DISCIPLINE ACTIONS**

Any revocation or suspension of credentialed status, and any expulsion or suspension from membership shall be published to the membership in a manner determined by the Board to be appropriate and designed to reach all members of the organization.