

**Bylaws**  
**of the Alabama State Association of Parliamentarians**  
**OF THE NATIONAL ASSOCIATION OF PARLIAMENTARIANS®**

**ARTICLE I**  
**Name**

The name of this association shall be the Alabama State Association of Parliamentarian (ASAP), a constituent division of the **NATIONAL ASSOCIATION OF PARLIAMENTARIANS®(NAP)**.

**ARTICLE II**  
**Object**

**Section 1. General Object.** This association is organized exclusively for educational purposes of studying, teaching, promoting and disseminating the philosophy and principles underlying the rules of deliberative assemblies, and carrying out such other activities as may be necessary or useful in the furtherance of these purposes in accordance with Section 501 (c)(13) of the Internal Revenue Code, or a corresponding section of any future tax code.

**Section 2. Specific Object.** The specific object of this unit shall be to promote the study and use of parliamentary procedures and to promote the educational program of NAP on the local level.

**ARTICLE III**  
**Membership**

**Section 1. Classification of Members.** There shall be the following classes of members:

- A. **Primary.** Primary members are NAP member who are counted in the Association as of March I of the convention year for the purpose of determining the number of delegates to which the Association is entitled at the NAP convention.
- B. **Affiliate.** Affiliate members are NAP members who are primary members of another unit and who are not counted for the purpose of determining the number of delegates to which the association is entitled at NAP conventions.
- C. **Members-at-large.** Members-at-large are primary of affiliate members of the association who do not belong to a unit of this association.
- D. **Provisionals.** Provisionals are Alabama Association of Parliamentarian members who are preparing for NAP membership. They are not NAP members and are not counted for the purpose of determining the number of delegates to which the Association is entitled at NAP convention.

**Section 2. Eligibility**

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

**ARTICLE IV**  
**Dues and Finances**

**Section I. Dues.**

- A. Annual association dues shall be as follows:

Primary members	\$15.00
Affiliate members	\$15.00
Members-at-large	\$15.00
Provisional members	\$ 10.00
- B. Dues Payment. NAP members shall pay national and association dues directly to NAP Headquarters.
- C. Dues Payment Dates. Dues shall be due and payable to Nap Headquarters by January 1. Membership shall be delinquent if dues are not paid by February 1 and forfeited if dues are not paid by March 1.
- D. Membership Year. The membership year shall be December 1 through December 31.
- E. Application of Dues. Dues paid shall extend through the next membership year for a new member who passes a membership examination taken during the months of July through December.

**Section 2. Budget.** A proposed budget shall be submitted by the budget committee at the first meeting of the board of directors of each administration and at the board meeting preceding the annual meeting at the second year of the administration. September Meeting.

**Section 3. Audit.**

- A. The financial records of ASAP shall be audited annually at the close of the fiscal year and at other times as requested by the board of directors.
- B. All audit reports shall be approved by the voting body of the annual meeting.

**Section 4. Fiscal Year.** The fiscal year shall be December 1 through November 30.

**Section 5. No Personal Inurement.** No part of the net earnings of the Alabama State Association of Parliamentarians shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the unit shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II.

**ARTICLE V**  
**Officers**

**Section 1. Elected Officers.** The elected officers of the association shall be a president, a first vice president, a second vice president, a recording secretary, and a treasurer.

**Section 2. Appointed Officers.** The appointed officers shall be a corresponding secretary, a historian, and a parliamentarian.

**Section 3. Qualifications.** Only NAP members shall be eligible to hold office. All elected officers shall have served on the ASAP board for at least one term (two years).

#### **Section 4. Term of Office.**

- A. Officers shall assume their duties following adjournment of the annual meeting at which they are elected. Officers shall serve for a term of two years or until their successors are elected. No officer shall be elected to serve a consecutive term in the same office, except the treasurer, who may serve two terms consecutively.
- B. Association material pertaining to each office shall be delivered to the new officer promptly following the annual meeting.

#### **Section 5. Vacancy in Office.**

- A. A vacancy occurring in the office of president shall be filled by the first vice-president. A vacancy thus created and any other vacancy in an elected office shall be filled by the board of directors.
- B. A vacancy occurring in an appointed office shall be filled by the president.

#### **Section 6. Duties of Elected Officers.** Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in the bylaws and in the adopted parliamentary authority.

- A. The president shall:
  - 1. Be the chief executive officer and official spokesman of ASAP.
  - 2. Appoint a corresponding secretary, a historian, and a parliamentarian.
  - 3. Appoint the standing committees, the chairman being subject to approval of the executive committee.
  - 4. Appoint special committees.
  - 5. Be responsible for the annual meeting program and agenda.
  - 6. Approve and direct the payment of all bills that exceed or are not included in the budget approved by the Board.
  - 7. Issue the call of all meetings of ASAP.
  - 8. Make a report to the ASAP annual meeting.
  - 9. **Serve as delegate to the NAP convention.**
  - 10. Determine the use of on income in the Mary Edith Jones President's Fund.
- B. Fulfill such other duties as may be assigned by **the association or the board of directors. The First Vice-President shall:**
  - 1. Be chairman of the institute committee.
  - 2. Perform the duties of the president in the absence of **or at the request of the president.**
  - 3. Fill the unexpired term if a vacancy occurs in the office of president.
  - 4. **Serve as delegate to the NAP convention.**
  - 5. Fulfill such other duties as may be assigned by the president, the board of directors or the executive committee.
- C. The Second Vice-President shall:
  - 1. Be chairman of the membership committee.
  - 2. Fulfill such other duties as may be assigned by the president, the board of directors or the executive committee.
- D. The Recording Secretary shall:
  - 1. Record the minutes of all meetings of ASAP in separate permanent record books, one for the annual meeting, one for the board of directors, and one for the executive committee.
  - 2. Furnish a copy of all minutes to the president within fifteen (15) days following meetings.
  - 3. Be custodian of all reports and documents **including ASAP and NAP Bylaws, special rules of order, and standing rules,** except those specifically assigned to others.

4. Prepare the reports of the board of directors.
  5. Notify the NAP Headquarters and the district director of officer changes within sixty days after such changes.
  6. Send an updated copy of the association bylaws to NAP Headquarters within sixty days after the adoption of any amendment, or if no amendments have been adopted within the preceding calendar year, notify NAP by January 31 that there have been no changes to the bylaws.
  7. Fulfill such other duties as may be assigned by the president, the board of directors or the executive committee.
- D. The Treasurer shall:**
1. Be custodian of all funds,
  2. Serve as chairman of the Budget- Finance Committee.
  3. Send notices of dues and fees to units, members-at-large, and clubs prior to December 1.
  4. Keep accurate records of all funds received and disbursed.
  5. Disburse funds in accordance with the budget approved by the board and by direction of the president for all disbursements that exceed the budgeted amount or are not included in the budget.
  6. Make a financial report to at each board of directors meeting.
  7. Submit the annual audited financial report to the annual meeting, copies to be disbursed to voting members.
  8. Submit by February 1 an accurate membership list to the president.
  9. Prepare the financial records for audit by December 15. (need sa date)(FY ends Nov 30)
  10. Attach the itemized account from the annual meeting chairman of the previous annual meeting to the annual financial report.
  11. File the association annual tax form (990N) with the Internal Revenue Service by April 15 of each year.
  12. Maintain a master file of all IRS 501 (c) (3) Identification Numbers as assigned by the IRS to ASAP and its units and shall submit a copy of the file to NAP Headquarters.
  13. Fulfill such other duties as may be assigned by the president, the board of directors or the executive committee.

**Section 7. Duties of Appointed Officers.**

- A. The Corresponding Secretary shall:**
1. Conduct the correspondence of the association as directed by the president or the executive committee.
  2. Fulfill such other duties as may be assigned by the president, the board of directors or the executive committee.
- B. The Historian shall:**
1. Prepare annually a narrative account of ASAP activities and report to the annual meeting.
  2. Record the history in a permanent book.
  3. Fulfill such other duties as may be assigned by the president, the board of directors or the executive committee.
- C. The Parliamentarian shall:**
1. Attend and serve at all meetings of the association, the board of directors and the executive committee.

2. Advise on parliamentary questions concerning the association, when requested, by the president, the board of directors, the executive committee, and other officers, committees, or members.

**Section 8. Nominations. (Incorporated as a section under officers per checklist)**

- A. A nominating committee of five (5) NAP members shall be elected by plurality vote at the first annual meeting of each administration. Nominations shall be made from the floor with at least seven (7) nominees being nominated. The five (5) nominees receiving the largest number of votes shall constitute the nominating committee; the two receiving the next largest number of votes shall be alternates. The chairman shall be the nominee receiving the largest number of votes.
- B. Members on the committee may not succeed themselves.
- C. The committee shall hold at least one in-person meeting no later than November 1. The committee may deliberate additionally by mail or by telephone conference calls.
- D. Names accompanied by a statement of qualifications of the nominee shall be submitted to the committee prior to October 1.
- E. The consent of the nominee to serve, if elected, shall have been secured.
- F. The committee shall consider qualifications of all candidates proposed by the membership or by the committee.
- G. The committee shall consider all recommendations proposed by members, giving special attention to essential qualifications and to a balanced representation of all areas of the state.
- H. A majority vote by ballot shall constitute the selection of nominees by the committee.
- I. The committee shall submit at least one (1) name for each elective office and report on the first day of the next annual meeting.
- J. The list of nominees with their qualifications and their affiliations with units, clubs or as a member-at-large, shall be sent out to each ASAP member with the official call to annual meeting at least thirty days prior to the annual meeting.

**Section 9. Elections. (Incorporated under Officers per checklist)**

- A. Officers shall be elected at the annual meeting in the odd calendar year.
- B. Additional nominations may be made from the floor provided that written consent has been obtained from the nominee. Qualifications of the nominee shall be presented in writing at the time of nomination.
- C. Election shall be by ballot except when there is only one nominee for each office, the election may be by viva voce.
- D. A majority vote shall elect.

**ARTICLE VI**  
**Meetings**

**Section 1. Annual Meetings.**

- A. The annual meetings of the association shall be held in the month of March unless otherwise ordered by the board of directors. The annual meeting shall be the governing body of the Alabama State Association of Parliamentarians and shall be held for receiving reports of officers, committees, and ASAP units, electing officers and the

nominating committee, electing delegates and alternates to NAP, adopting the budget and the audit committee reports, and for any other business that may arise.

- B. Official Call. The official call of the annual meeting shall be sent out by the president giving the time and the place of the annual meeting and shall be mailed or emailed to all ASAP members at least thirty (30) days prior to the annual meeting.
- C. Voting Body. The voting body of the annual meeting shall be composed of all ASAP members who attend the annual meeting and whose ASAP and NAP dues have been paid.
- D. Quorum. The quorum at any meeting of the annual meeting shall be a majority of the voting members who have registered as being in attendance.
- E. Postponement or Cancellation. In the event of a national or state emergency, the board by a two-third (2/3) vote in a session by mail or by telephone, may postpone or cancel an annual meeting. All members shall be notified.
- F. Registration Fee. Annual meetings registration fee shall be determined by the board of directors. Voting members in attendance shall pay the required registration fee. All others attending the annual meeting shall pay the registration fee, except as directed by majority vote of the executive committee.

## **Section 2. Institutes.**

- A. The annual institute shall be sponsored by the association and conducted under the direction of the institute committee.
- B. The date and the site for institutes shall be set by the board of directors.

**Section 3. Special Meetings.** A special meeting may be called by the president and shall be called at the request of a majority of the board of directors. The **purpose of the meeting shall be stated in the call and fifteen (15) days-notice shall be given to all members of such a meeting.**

**Section 4. Electronic Meetings.** Meetings of the association may be conducted by telephone or other electronic means that permit simultaneous aural communication when so directed by the board of directors or, in case of special meetings, when so directed by those calling the special meeting. At electronic meetings, any ballot votes required under the rules or ordered by the association shall be conducted electronically, using an internet service that supports anonymous voting. Electronic meetings of the association shall be subject to rules adopted by the association or the board to govern such meetings which may include any reasonable limitations on, and requirements for, members' participation.

## **ARTICLE VII. Board of Directors**

**Section 1. Composition.** The members of the board of directors shall be:

- A. Elected officers.
- B. Appointed officers.
- C. Chairmen of standing committees.
- D. Chairman of nominating committee.
- E. Presidents of units.
- F. Presidents of clubs who are NAP members.
- G. The immediate past president of ASAP.

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

- A. At its first meeting:
  1. VII
  2. Approve standing committee procedures.
  3. Determine the award to be conferred from the interest of the Pat and Mary Haislip Memorial Fund.
- B. Have general supervision of the affairs of the association between annual meetings.
- C. Fix the time, place, and registration fee for the annual meeting.
- D. Have the authority to adopt board standing rules.
- E. Fill vacancies occurring in any elective office other than that of president. Voting to fill a vacancy may be conducted by mail.
- F. Perform such other duties as defined in the bylaws and as directed by the voting body of the annual meeting.

**Section 3. Meetings (The checklist and sample bylaws use meetings, not sessions)**

- A. Regular. Regular meetings of the board shall be held at least three times a year. A pre- annual meeting shall be held in March at the site of the annual meeting; a meeting prior to July 1 in the first year of an administration, and a midterm meeting the second year of an administration. Call of a regular meeting shall be by the president, fifteen days'- notice given, stating time, place, and purpose.
- B. Special. Special meetings of the board may be called by the president or upon written request of three (3) board members with at least fifteen (15) days' - notice to board members.
- C. Observers. Members of ASAP committees may attend meetings of the board. Non- board members shall have no vote but may have a voice upon consent of the board.
- D. Meetings. Meetings of the Board may be held in person, by telephone conference, or through electronic communication media so long as all members may simultaneously hear each other and participate during the meeting.

**Section 4. Board Report.** The board of directors shall make an annual report at the annual meeting.

**Section 5. Quorum.** Seven (7) members of the board of directors, two (2) of whom shall be officers, shall constitute a quorum.

## **ARTICLE VIII. Executive Committee**

**Section 1. Composition.** Members of the executive committee shall be the elected officers.

**Section 2. Duties.** The executive committee:

- A. May transact urgent business by mail or telephone between board meetings provided that such business be ratified at the next executive committee meeting.
- B. Shall approve the president's appointments of chairmen of standing committees otherwise provided in these bylaws.
- C. Shall consider and act on application for clubs.

**Section 3. Meetings.**

- A. Meetings of the executive committee shall be at the call of the president...

- B. The executive committee shall meet immediately following the election of officers to approve the standing committee chairmen, appointed by the president.

**Section 4. Quorum.** Three (3) members of the executive committee shall constitute a quorum.

## **ARTICLE IX. Committees.**

### **Section 1. Standing Committees.**

- A. Enumeration. The standing committees of ASAP shall be annual meeting, auditing, awards, Bamagram, budget-finance, bylaws, education, institute, membership, memorial, protocol, public relation, and yearbook.
- B. Term. The term for committee members shall be two (2) years or until their successors are appointed.
- C. Accountability. Standing committees shall develop a plan of work and submit the plan to the board of directors for approval.
- D. Reports. All committee chairmen shall submit a report to the president for information immediately upon completion of their work **and a written report for the annual meeting.**
- E. Vacancies. Vacancies in standing committee chairmen shall be filled by appointment of the president with approval of the executive committee.
- F. Ex-Officio Membership. The president shall be ex officio a member of all committees except the nominating committee.

### **Section 2. Composition and Duties.**

#### **A. Annual Meeting Committee.**

- 1. Composition. The committee shall be composed of an annual meeting chairman, chairmen of credential, election, program, resolution, and standing rules appointed by the president; and as many other members as necessary appointed by the annual meeting chairman.
- 2. Duties. The committee shall:
  - a. Arrange for, in cooperation with the president, all meeting rooms, facilities, and meals needed for the annual meeting.
  - b. Provide all printed materials needed for the annual meeting, including registration materials and badges.
  - c. Receive all registration fees for the annual meeting, submit fees to the treasurer along with all expenditures including receipts for payment.

#### **B. Auditing Committee.**

- 1. Composition. The committee shall be composed of a chairman and one other member.
- 2. Duties. The committee shall:
  - a. Audit the treasurer's records **at the close of the fiscal year** and report at the annual meeting.
  - b. Submit a report to the annual meeting.

#### **C. Awards Committee.**

- 1. Composition. The committee shall be composed of a chairman and two other members.
- 2. Duties. The committee shall:
  - a. Be responsible for the Pat and Mary Haislip Award(s). The committee shall:



- i. Present rules governing the awards to the executive committee for approval, in time to have them published in the Bamagram prior to January.
    - ii. Be responsible for selecting three judges who are not ASAP members to select the winner(s) if judging is necessary.
    - iii. Be responsible for ascertaining the winners of any other awards.
  - b. Review and recommend action on all proposed awards and memorial fund prior to their presentation to the board.

**D. Bamagram.**

1. Composition. The committee shall be composed of a chairman and other members as needed.
2. Duties. The committee, in consultation with the president, shall publish at least two issues of the Bamagram annually.

**E. Budget-Finance Committee.**

1. Composition. The committee shall be composed of the treasurer as chairman and two other members.
2. The committee shall prepare an annual budget for presentation to the board of directors as designated in Article IV. Section 2.

**F. Bylaws Committee.**

1. Composition. The committee shall be composed of a chairman and two (2) other members.
2. Duties. The committee shall:
  - a. Have the right to originate amendments.
  - b. Submit proposed amendments, as provided in Article XIV, from the board or units with the committee's recommendations for action; proposed amendments shall be submitted to the committee at least sixty (60) days prior to the date of the annual meeting.
  - c. Review association bylaws every (5) years for association compliance with NAP.
  - d. Review ASAP bylaws annually for compliance with NAP bylaws.

**G. Education Committee.**

1. Composition. The committee shall be composed of a chairman and two (2) other members,
2. Duties. The committee shall:
  - a. Endeavor to advance interest in parliamentary law in schools and other organizations.
  - b. Promote opportunities for study of correct parliamentary procedures.
  - c. Encourage the use of NAP educational materials.
  - d. Encourage unit students and club students to attend all educational programs of the association.
  - e. Encourage the use of NAP publications and prepare a display of them at the annual meeting.

**H. Institute Committee.**

1. Composition. The committee shall be composed of the first vice-president as chairman.
2. Duties. The committee, with the approval of the executive committee, shall make all plans and arrangements for the annual institute.

**I. Membership Committee**

1. Composition. The committee shall be composed of the second vice-president as chairman and at least two (2) other members from different sections of the state.
2. Duties. The committee shall:
  - a. Promote membership.
  - b. Assist in the organization of units and clubs.

**J. Memorial Committee.**

1. Composition. The committee shall be composed of a chairman.
2. Duties. The committee shall:
  - a. List names of deceased members in a memorial book.
  - b. Conduct a memorial service during the annual meeting.

**K. Protocol Committee.**

1. Composition. The committee shall be composed of a chairman and other members as needed.
2. Duties. The committee shall assist the president with the necessary details to insure conventional and established forms of protocol are observed prior to and during the annual meeting.

**L. Public Relations Committee.**

1. Composition. The committee shall be composed of a chairman and the current annual meeting chairman.
2. Duties. The committee shall:
  - a. Investigate and recommend methods of acquainting the public with the function and services of ASAP.
  - b. Prepare publicity statements for lease at the time of the annual meeting and special events of the association.

**M. Yearbook Committee.**

1. Composition. The committee shall be composed of a chairman and one (1) other member.
2. Duties. The committee shall compile and distribute a yearbook the first year of an administration and a yearbook supplement the second year of an administration.

**Section 3. Other Committees.**

- A. Other committees, standing or special, shall be created as the association shall from time to time deem necessary to carry on the work of the association. The chairman and members of such committees shall be appointed by the president.**
- B. Standing committees shall be created by the voting body at the annual committee; the president may appoint special committees.**

**ARTICLE X**  
**NAP Convention Representation**

**Section 1. NAP Delegate.**

- A. Delegate representation is based on the primary membership of the association as of March 1 of the convention year as follows:
  - 1. Six delegates; and
  - 2. One additional delegate for up to the first five primary member-at-large for the association and an additional delegate for each additional five primary member-at-large or major fraction thereof for the association as of March 1 of the convention year.

**Section 2. Delegate Selection for NAP Convention**

- A. President and First Vice President. The president and the first vice president shall serve as delegates. (Article V., Section.6A.9; and Article V., Section 6B.4)
- B. Other Delegates. Except as provided in sub-section A of this section, other delegates shall be elected by the voting body at the annual meeting held the calendar year of the NAP convention.
- C. Any NAP member may serve as a delegate or alternate to which this association is entitled.
- D. Nominations. Nomination for other delegates shall be made from the floor by the voting body of the annual meeting held the calendar year of the NAP convention.
- E. Election. Election shall be by ballot. A plurality vote shall elect except that when the number of nominees are the same as the position to be filled for delegates and alternates, the election may take place by acclamation.
- F. Vacancies in delegate or alternate positions may be filled by the president.

Delete the Article on Units (Article IV, Section 1. List units as a division of NAP just like associations. Does the association have oversight of unit bylaws? Can it require submission of bylaws of units? Can association revoke a unit's charter? All these answers fall under the responsibility of NAP. Units are not included on the checklist for associations nor the Sample 2018 bylaws.

**ARTICLE XI**  
**Dissolution**

**Section 1.** Upon the dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. If at the time of dissolution NAP meets the criteria under Section 1, the assets shall be liquidated and distributed to NAP.

**Section 2.** The association charter shall be returned to NAP Headquarters.

**Article XII**  
**Parliamentary Authority**

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

**ARTICLE XIII**  
**Amendments**

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

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

**Section 3.** A revision may be made only upon order of the voting body of the annual meeting.