

North Carolina Association of Parliamentarians

National Association of Parliamentarians

Bylaws

ARTICLE I: Name

The name of this association shall be North Carolina Association of Parliamentarians, NCAP, a division of the National Association of Parliamentarians (NAP).

ARTICLE II: Object

The object of this association shall be to promote the study of parliamentary procedure and the educational programs of NAP.

ARTICLE III: Members

Any member of NAP is eligible for membership in this association and shall become a member upon payment of association dues.

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

A. Primary: Primary members are NAP members who are counted in the association as of March 1 of the convention year for the purpose of determining the number of delegates to which the association is entitled at NAP conventions. A primary member-at-large is an NAP member who is a primary member of the association who is not a member of a unit belonging to that association.

B. Affiliate: Affiliate members are NAP members who are primary members of another association and who are not counted for the purpose of determining the number of delegates to which the association is entitled at NAP conventions.

C. Member-at-large (primary or affiliate): Members-at-large are NAP members of the association who do not belong to a unit of this association.

D. Honorary Life Member and Honorary Life Vice President. Honorary Life members and Honorary Life Vice Presidents are members of NAP and NCAP who have provided distinguished service to NCAP for more than 10 years. At the discretion of two-thirds (2/3) of the Board of Directors, a member may be recommended by the Board at the Annual meeting to become an Honorary Life member of, if the member has been an officer of NCAP, an Honorary Life Vice President. Adoption of the recommendation requires two-thirds (2/3) of those members present and voting. All recommendations for Honorary Life Members and Honorary Life Vice Presidents must be approved and presented by the Board of Directors. Honorary members do not pay state membership dues and retain all of the rights of membership for their lifetime or for as long as they are members of NAP. The names

of Honorary Life Vice Presidents shall be listed with the officers on the website and at any other time officers are listed. Their names shall be deleted upon their death.

ARTICLE IV: Dues and Finances

Section 1. Dues.

A. Annual dues shall be as follows:

- Primary members \$ 15.00
- Affiliate members \$ 15.00
- Members-at-large (primary or affiliate) \$ 15.00
- Student members (full-time students) \$ 5.00

B. Dues Payment. NAP Members shall pay national and association dues directly to NAP Headquarters. NAP student members pay the student dues reduction to NAP, as provided by NAP bylaws, Article III, Section 3. C. Student Dues Reduction.

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 January 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. The Treasurer shall submit a proposed budget at the annual meeting. Section 3. Fiscal Year. The fiscal year shall be December 1 through November 30.

ARTICLE V: Officers

Section 1. Officers. The officers of this association shall be a president, a vice-president, a secretary, and a treasurer. All officers shall be primary members of NCAP.

Section 2. Term of Office. Officers shall assume their duties at the close of the meeting at which they are elected. Officers shall serve for a term of Two (2) years or until their successors are elected. They may succeed themselves.

Section 3. Vacancy in Office. The Board of Directors shall fill a vacancy in any office except president.

Section 4. Duties. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws and in the adopted parliamentary authority.

A. The president shall:

1. preside at all meetings of the association and the board of directors;

2. fix the date , time and place of meetings with approval of board of directors;
3. appoint a parliamentarian;
4. appoint chairmen of committees to the extent provided in Article VIII;
5. fulfill such other duties as may be assigned by the association or the board of directors.

B. The vice-president shall:

1. perform the presiding duties of the president in the absence of or at the request of the president;
2. fill the unexpired term if a vacancy occurs in the office of president;
3. fulfill such other duties as may be assigned by the association, the board of directors, or the president.

C. The secretary shall:

1. record the minutes of the association and the board of directors;
2. be custodian of all documents, including NAP and association bylaws, special rules, and standing rules;
3. correspondence as directed by the association, or the board of directors.
4. upon direction of the president, or in the event he/she is unable the Board of Directors shall send a call of the meeting to each association member.
5. fulfill such other duties as may be assigned by the association, or the board of directors.

D. The treasurer shall:

1. be custodian of all funds, disbursing them as directed by the association.
2. present a financial statement at each association meeting and as requested by the board of directors.
3. prepare the financial records for the audit committee within 30 days of the annual meeting.
4. notify NAP headquarters when requested of the dues structure for the association.
5. fulfill such other duties as may be assigned by the association, or the board of directors.

Section 5. Nominations. A Nominating Committee of Three (3) members shall:

A. The Nominating Committee shall be elected by ballot at the annual meeting prior to the election of officers in odd numbered years; however, if there are only 3 members nominated to the

nominating committee, election may be by voice vote. Nominees to the Nominating Committee shall be primary members who have attended more than 4 annual meetings and served on at least one Standing Committee. The President shall appoint a member to call the first meeting and the nominating committee shall elect a chairman from among their membership. The nominating committee may meet electronically to conduct business and develop a proposed slate of officers.

B. Nominees

1) The nominee for President must be a primary member of NCAP, must have attended annual meetings for more than five (5) years and served as an officer or as the chair of a standing committee. The nominee must have also demonstrated the ability to preside over meetings of various kinds and be well versed in parliamentary law and should be thoroughly familiar with the Bylaws and other governing documents of the association.

2) The nominee for Vice President must be a primary member of NCAP, must have attended annual meetings for more than three (3) years and served as an officer or as the chair of a standing committee. The nominee must have also demonstrated the ability to preside over meetings of various kinds and be well versed in parliamentary law and should be thoroughly familiar with the Bylaws and other governing documents of the association

3) The nominee for Secretary must be a primary member of NCAP, must have attended annual meetings for more than three (3) years and served as an officer or as a member of a standing committee, and have some experience with secretarial responsibilities.

4) The nominee for Treasurer must be a primary member of NCAP, must have attended annual meetings for more than three (3) years and served as a member of the Audit or Budget Committee. The nominee must also have some financial experience or service in another nonprofit as treasurer.

C. The nominating committee shall, at the annual meeting, present a slate of one individual for each office, provided consent has been obtained from each nominee.

Section 6. Elections.

A. The officers shall be elected at the annual meeting in even number years.

B. Nominations may be made from the floor, provided consent has been obtained from the nominee.

C. Elections shall be by ballot except when there is only one nominee for an office; election may be by voice vote. A majority vote is needed to elect.

ARTICLE VI: Meetings

Section 1. Annual. The annual meeting shall be held on a date between March 1 and May 31 and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 2. Special. Special meetings may be called by the president or a majority of the board of directors and shall be called upon the written request of Five (5) members of the association. The purpose of the meeting shall be stated in the call and at least thirty (30) days' written notice shall be given.

Section 3. Quorum. Five (5) members of the association shall constitute a quorum.

ARTICLE VII: Board of Directors

Section 1. Composition. The board of directors shall be composed of the officers. The parliamentarian shall serve as a non-voting member of the board of directors.

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

- A. have general supervision of the affairs of the association between meetings;
- B. upon the inability of the president, fix the date, time and place of the annual meeting;
- C. make recommendations to the association;
- D. declare an office vacant when an elected officer has not performed duties as prescribed in these bylaws;
- E. adopt rules as needed to conduct the business of the board, provided such rules are not in conflict with these bylaws or any special rules of order or standing rules adopted by the association;
- F. perform such other duties as are specified in these bylaws or ordered by the association.

Section 3. Meetings.

- A. Regular meetings of the board of directors shall be held annually. The Board of Directors may meet electronically.
- B. Special meetings may be called by the president and shall be called upon the written request of Two (2) members of the Board of Directors. The purpose of the meeting shall be stated in the call and at least Five (5) days' written notice shall be given.
- C. A majority of the members of the board of directors shall constitute a quorum.

ARTICLE VIII: Committees

Section 1. Standing Committees. Shall be audit, budget, bylaws, and membership service committee and other standing committees as needed to accomplish the objects of the association.

Section 2. Composition. The president shall appoint chairmen and members of all standing committees. All committees shall consist of at least Three (3) members.

Section 3. Duties. The duties of the membership service committee shall be to promote membership, to respond to membership questions, and assist with the formation of units. The duties of the audit, budget, and bylaws committee shall be those as prescribed in the association's parliamentary authority.

Section 4. Other Committees; Ex-Officio Membership. Such 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 chairmen and members of such committees shall be appointed by the president. The president shall be an ex-officio member of all committees except the Audit and Nominating Committees.

Section 5. Meetings of the Standing and Special Committees may be held electronically.

ARTICLE IX: Delegate Representation

Section 1 NAP Delegates.

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 members-at-large for the association and one additional delegate for each additional five primary members-at-large or major fraction thereof for the association as of March 1 of the convention year.

B. Election shall be by ballot, except when there is no more than one nominee for each delegate and alternate position; election may be by voice vote. This election shall be held at the annual meeting.

C. Vacancies in delegate or alternate positions may be filled by the president.

ARTICLE X: Dissolution

In the event of the dissolution of the association, the assets shall be liquidated and distributed to the National Association of Parliamentarians in accordance with government regulations. No funds shall inure to the benefit of individual members. The association charter shall be returned to NAP headquarters.

ARTICLE XI: 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, any special rules of order the association may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

ARTICLE XII: Amendment

Section 1. These bylaws may be amended at any annual meeting of this association by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting or has been sent to each member at least thirty (30) days prior to the meeting at which it will be considered. Additionally, without prior notice the Bylaws may be amended at any annual meeting by a unanimous vote.

Section 2. Any amendment to these bylaws necessitated by amendments to NAP bylaws shall be affected by the board of directors and reported to the membership at the next regular meeting following the adoption of such amendments by NAP.

Adoption: March 24, 2007

Amended: March 10, 2010

Amended: March 19, 2011

Amended: March 19, 2022