

MINNESOTA STATE ASSOCIATION OF PARLIAMENTARIANS
BYLAWS

1 ARTICLE I - NAME

2 The name of this organization shall be the Minnesota State Association of Parliamentarians
3 (MSAP), a division of the National Association of Parliamentarians (NAP), organized as a
4 nonprofit corporation.

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6 ARTICLE II - OBJECT

7 The primary purpose of MSAP is educational with the following objects:

8 To promote the opportunities for study of parliamentary procedure;

9 To promote the purpose of NAP;

10 To promote the use of educational materials produced by NAP;

11 To further the growing interest in parliamentary rules in schools on all levels;

12 To bring into closer cooperation the parliamentarians of the State of Minnesota.

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14 ARTICLE III - MEMBERS

15 Section 1. Primary members

16 a. Primary Members are NAP members who are counted in MSAP in determining the
17 number of delegates to which MSAP is entitled at NAP conventions. Primary
18 members- at-large are NAP members who are primary members of MSAP who do
19 not belong to a unit of MSAP.

20 b. Membership becomes effective for new members when dues are posted to the NAP
21 database.

22 Section 2. Affiliate members are NAP members who are primary members of another state
23 association and who are not counted in determining the number of delegates to which MSAP
24 is entitled at NAP conventions.

25 Section 3. Provisional members are individuals who are preparing for NAP membership and
26 who have never been NAP members. Provisional members:

27 a. are not NAP members and are not counted for the purpose of determining the number
28 of delegates to which MSAP is entitled at NAP conventions,

29 b. may be a provisional member for a maximum of five years,

30 c. may discuss motions but may not make motions or vote,

31 d. may not hold office or serve on the MSAP board of directors,

32 e. will receive notice of all meetings and all official mailings including the *Minnesota*
33 *Parliamentarian*.

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35 ARTICLE IV - DUES

36 Section 1. Dues Amount

37 a. Dues for primary members shall be fifteen dollars (\$15.00) per year.

38 b. Dues for affiliate members shall be fifteen dollars (\$15.00) per year.

39 c. Dues for provisional members shall be seven dollars (\$7.00) per year.

40 d. Dues for individuals who are primary or affiliate members and who are defined as
41 students shall be seven dollars (\$7.00) per year. A student is defined as an individual
42 who is enrolled as full-time student as verified by NAP records.

43 e. Dues for new members shall be prorated monthly for the remaining calendar year of
44 their initial membership and shall be based on the date of membership.

- 45 Section 2. Dues Payment
- 46 a. Primary members, including students, pay NAP and MSAP dues directly to NAP.
- 47 b. The MSAP treasurer shall annually send an invoice for MSAP dues to affiliate and
- 48 provisional members.
- 49 c. Dues are payable January 1. Membership shall be delinquent if dues are not paid by
- 50 February 1 and be forfeited if not paid by March 1.

51 Section 3. The fiscal year shall be from December 1 through November 30.

52 Section 4. No part of the net earnings of MSAP shall inure to the benefit of members or

53 officers.

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55 ARTICLE V - OFFICERS AND THEIR DUTIES

56 Section 1. Officers

- 57 a. The elected officers of MSAP shall be a president, a vice-president, a secretary, and a
- 58 treasurer.
- 59 b. The appointed officers shall be a historian and an editor.

60 Section 2. The president shall:

- 61 a. Be a member in good standing with NAP;
- 62 b. Appoint a historian, a parliamentarian, and an editor;
- 63 c. Appoint the chairmen of all committees except the nominating committee;
- 64 d. File the annual 990N registration with the IRS;
- 65 e. Appoint a committee of three (3) to approve the minutes of the convention;
- 66 f. Be an ex-officio member of all committees except the nominating committee;
- 67 g. Perform duties prescribed by the parliamentary authority, these bylaws, the standing
- 68 rules, and as may be assigned by the board of directors.

69 Section 3. The vice-president shall:

- 70 a. Be a member in good standing with NAP;
- 71 b. Serve as chairman of the convention committee;
- 72 c. Perform duties prescribed by the parliamentary authority, these bylaws, the standing
- 73 rules, and as may be assigned by the president or board of directors.

74 Section 4. The secretary shall:

- 75 a. Record minutes of the meetings of the board of directors and the convention;
- 76 b. Maintain as a permanent record all minutes, membership lists, bylaws, standing rules
- 77 and charter;
- 78 c. Perform duties prescribed by the parliamentary authority, these bylaws, the standing
- 79 rules, and as may be assigned by the president or board of directors.

80 Section 5. The treasurer shall:

- 81 a. Be custodian of all funds and serve as chairman of the budget and finance committee;
- 82 b. Notify affiliate and provisional members before December 15, and delinquent
- 83 primary, affiliate and provisional members before February 15, of the obligation
- 84 regarding payment of dues as described in Article IV;
- 85 c. Notify within two weeks of notice by NAP of forfeiture of membership the MSAP
- 86 primary, affiliate, and provisional members who have not paid dues of forfeiture of
- 87 membership;
- 88 d. Prepare a roster of primary, affiliate and provisional members for publication in the
- 89 June/July issue of the *Minnesota Parliamentarian*;
- 90 e. Submit records for auditing within thirty (30) days after the end of the fiscal year;
- 91 f. Notify NAP headquarters by October 1 of each year of the MSAP dues structure;

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- 93 g. The outgoing treasurer shall, within thirty (30) days following the annual convention,
94 deliver to his/her successor, all materials and funds pertaining to his/her office,
95 including the financial report for the convention.
- 96 h. Perform duties prescribed by the parliamentary authority, these bylaws, the standing
97 rules, and as may be assigned by president or board of directors.

98 Section 6. The historian shall record the history of MSAP.

99 Section 7. The editor shall publish the *Minnesota Parliamentarian*.

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101 ARTICLE VI - NOMINATIONS AND ELECTIONS

102 Section 1. Nominating Committee

103 a. Composition and Election

- 104 1) Three (3) members shall be elected by ballot at the convention.
- 105 2) The person receiving the highest number of votes or, in case of a tie, the first
106 named member shall be the chairman and shall be responsible for calling a
107 meeting of the committee.
- 108 3) A vacancy occurring on this committee shall be filled by the board of directors.

109 b. Duties

- 110 1) The committee shall submit at least one (1) name for each office to be filled and
111 at least three (3) names for a nominating committee, to be published in the call to
112 convention.
- 113 2) The committee must obtain member permission prior to submitting names into
114 nomination for any office or the nominating committee.
- 115 3) In the event of a vacancy in any elected office except that of president, the
116 committee will provide recommendations to the board of directors at its next
117 meeting to fill the vacancy.

118 Section 2. Election

- 119 a. The president, vice-president, and the secretary shall serve for a term of one (1) year
120 or until their successors are elected.
- 121 b. The treasurer shall serve for a term of two (2) years or until a successor is elected.
- 122 c. Only primary and affiliate members in good standing shall be eligible for election to
123 office.
- 124 d. Only primary members shall be eligible to serve in the office of president and vice-
125 president.
- 126 e. Election of officers shall be by ballot.
- 127 f. No elected officer shall serve for more than two (2) consecutive terms in the same
128 office; a minimum of six (6) months shall constitute a term of office, with a minimum
129 of one (1) year for treasurer.
- 130 g. Term of office shall begin with the close of the convention.

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132 ARTICLE VII - MEETINGS

133 Section 1. Convention

- 134 a. The convention shall be held in April or May at a time and place determined by the
135 board of directors.
- 136 b. The convention shall be held for the purpose of electing officers and the nominating
137 committee, approving the annual budget, providing educational sessions, and
138 considering such other business as may arise.
- 139 c. A call to convention shall be mailed to all members, primary, affiliate and
140 provisional, at least thirty (30) days before the convention.

141 d. All primary and affiliate members of MSAP shall be delegates to the convention upon
142 payment of the registration fee. Provisional members may attend and discuss motions
143 on payment of the registration fee. Visitors may attend the convention upon payment
144 of the registration fee.

145 e. Each delegate shall be entitled to one (1) vote. Proxy voting shall not be allowed.

146 Section 2. Special Meetings

147 A special meeting of the members, primary, affiliate and provisional, may be called by the
148 MSAP president, the board of directors, or upon written request of fifteen (15) primary
149 members. At least ten (10) days' notice shall be given to the members. Any business which
150 may properly come before the assembly may be considered provided it is not in conflict with
151 MSAP bylaw requirements even though such business may not be included in the call to the
152 meeting.

153 Section 3. Quorum

154 Twelve (12) voting members shall constitute a quorum.

156 ARTICLE VIII - BOARD OF DIRECTORS

157 Section 1. The board of directors shall be composed of the elected officers, appointed
158 officers, immediate past president, chairman of the nominating committee, chairmen of the
159 standing committees, and the president or designee of each unit.

160 Section 2. Meetings

161 The board of directors shall:

- 162 a. Meet within thirty (30) days after the convention;
- 163 b. Meet at the call of the president or at the request of five (5) members of the board of
164 directors.

165 Section 3. The board of directors shall transact all necessary business of MSAP between
166 conventions.

167 Section 4. The board of directors shall approve a budget prior to the beginning of each fiscal
168 year; the budget is subject to review and amendment at the convention.

169 Section 5. The quorum of the board of directors shall be five (5) members.

170 Section 6. Vacancies

- 171 a. In the event of a vacancy in any elected office other than the president, the
172 nominating committee will provide the board of directors with candidate
173 recommendations to fill the vacancy at the next board meeting following the vacancy.
- 174 b. The vacancy will be filled by a majority vote of the board of directors.
- 175 c. The officer will serve until the close of the convention.

177 ARTICLE IX - EXECUTIVE COMMITTEE

178 Section 1. The executive committee shall be composed of the president, vice-president,
179 secretary, treasurer and the immediate past president. The president shall serve as the
180 chairman of the executive committee. The executive committee shall act for and on behalf of
181 the board of directors when the board is not in session, but subject to the direction and
182 control of the board which may ratify or overturn any decision of the executive committee.

183 Section 2. Notice of meetings of the executive committee must be delivered personally, by
184 telephone or by mail at least one day before the day on which the meeting is to be held.

185 Section 3. A majority of the members of the executive committee shall constitute a quorum
186 for the transaction of business at any duly called meeting. The committee may take action by
187 the affirmative vote of a majority of those members present and entitled to vote at a duly
188 called executive committee meeting.

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ARTICLE X - COMMITTEES

Section 1. Standing Committees

There shall be the following standing committees: auditing; budget and finance; bylaws and standing rules; convention; education; judging and education of youth; membership; public relations; seminars; and web site. Duties of standing committees shall be defined in the standing rules.

Section 2. Special Committees

Special Committees shall be appointed by the president, as MSAP or the board of directors shall deem necessary, to carry on the work of MSAP.

ARTICLE XI- PUBLICATION

The official publication of MSAP shall be known as *Minnesota Parliamentarian*.

ARTICLE XII - DELEGATES TO NAP CONVENTION

Section 1. Delegates and alternates, according to NAP bylaws association delegate representation, shall be nominated and elected during the MSAP convention held in the same year as the NAP convention.

Section 2. Any primary MSAP member is eligible to be a delegate.

Section 3. Delegates shall be elected by ballot. Alternates shall be elected by a separate ballot. A majority vote shall elect.

Section 4. Any delegate vacancy from the time of the MSAP convention until the NAP convention shall be filled by the alternates in ranking order. Further vacancy shall be filled by appointment of the president of MSAP.

ARTICLE XIII - DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or 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.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the association may adopt.

ARTICLE XV - AMENDMENT PROCEDURE

These bylaws may be amended at the convention by:

- a. Prior notice given in the call to convention and a two-thirds (2/3) vote; or
- b. One (1) hour notice prior to voting and four-fifths (4/5) of the total delegate vote registered at the convention.

MSAP Bylaws: Amended 1997, 1998, 2000, 2002, 2003, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2016, 2017, 2018